MARVEL MASTERWORKS

THE UNCANNY X-MEN

VOLUME 7

THE UNCANNY X-MEN Nos. 151-159
X-MEN ANNUAL No. 5 & AVENGERS ANNUAL No. 10
CHRIS CLAREMONT & DAVE COCKRUM
WITH BRENT ANDERSON & MICHAEL GOLDEN

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DETAILS INSIDE

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KING-SIZE ANNUAL!

the AVENGERS®

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SEE: CAPTAIN AMERICA TOTALLY DEFEATED!

WITNESS: THE INVINCIBLE IRON MAN KNOCKED OUT OF ACTION!

OBSERVE: SPIDER-WOMAN'S DARING MIDNIGHT RESCUE!

BEHOLD: THE DEADLY NEW BROTHERHOOD OF EVIL MUTANTS!

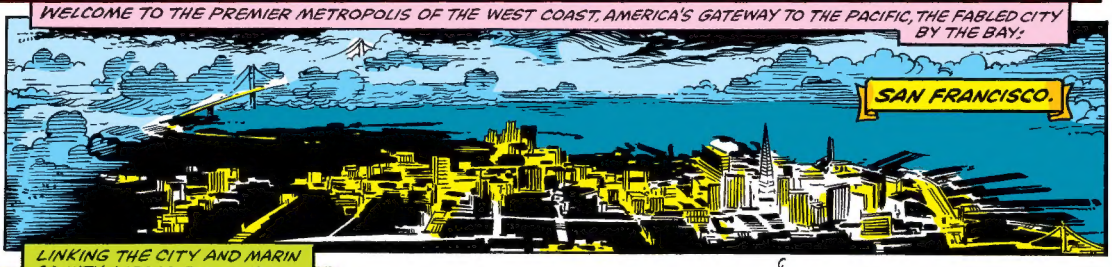
PLUS: A SHOCKING MYSTERY GUEST!

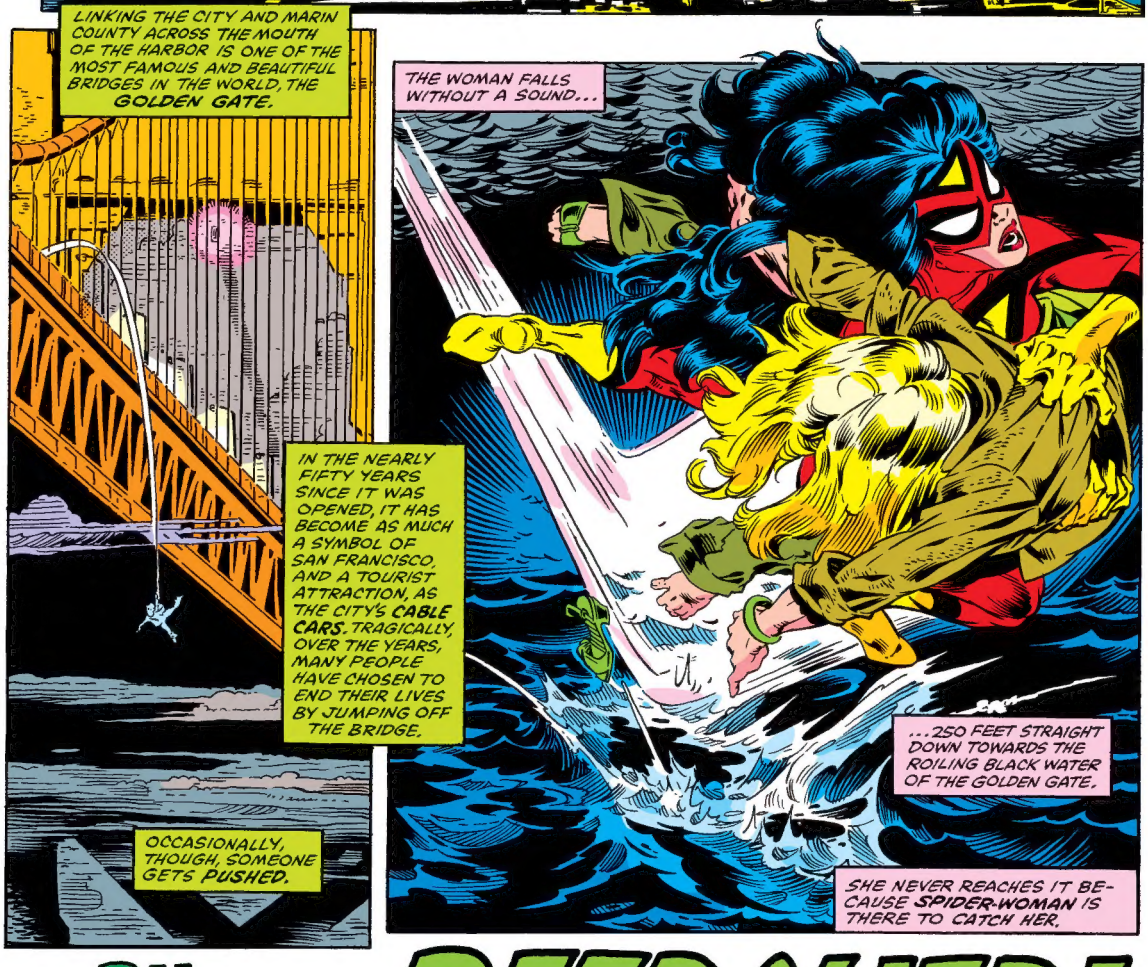
ALL THAT AND A CAMEO APPEARANCE BY THE UNCANNY X-MEN!

MILGROM

And there came a day when *Earth's mightiest heroes* found themselves *united* against a common threat. On that day, the *Avengers* were born—to fight the foes no *single* super hero could withstand!

Stan Lee PRESENTS: THE MIGHTY AVENGERS!®


WELCOME TO THE PREMIER METROPOLIS OF THE WEST COAST, AMERICA'S GATEWAY TO THE PACIFIC, THE FABLED CITY BY THE BAY:
SAN FRANCISCO.


LINKING THE CITY AND MARIN COUNTY ACROSS THE MOUTH OF THE HARBOR IS ONE OF THE MOST FAMOUS AND BEAUTIFUL BRIDGES IN THE WORLD, THE GOLDEN GATE.
IN THE NEARLY FIFTY YEARS SINCE IT WAS OPENED, IT HAS BECOME AS MUCH A SYMBOL OF SAN FRANCISCO, AND A TOURIST ATTRACTION, AS THE CITY'S CABLE CARS. TRAGICALLY, OVER THE YEARS, MANY PEOPLE HAVE CHOSEN TO END THEIR LIVES BY JUMPING OFF THE BRIDGE.
OCCASIONALLY, THOUGH, SOMEONE GETS PUSHED.
THE WOMAN FALLS WITHOUT A SOUND...
...250 FEET STRAIGHT DOWN TOWARDS THE ROILING BLACK WATER OF THE GOLDEN GATE.
SHE NEVER REACHES IT BECAUSE SPIDER-WOMAN IS THERE TO CATCH HER.

BY FRIENDS--BETRAYED!

CHRIS CLAREMONT WRITER/CO-EDITOR * MICHAEL GOLDEN PENCILER * ARMANDO GIL INKER * JOE ROSEN LETTERER M. GOLDEN COLORIST * DAVID ANTHONY KRAFT CO-EDITOR * JIM SHOOTER EDITOR-IN-CHIEF

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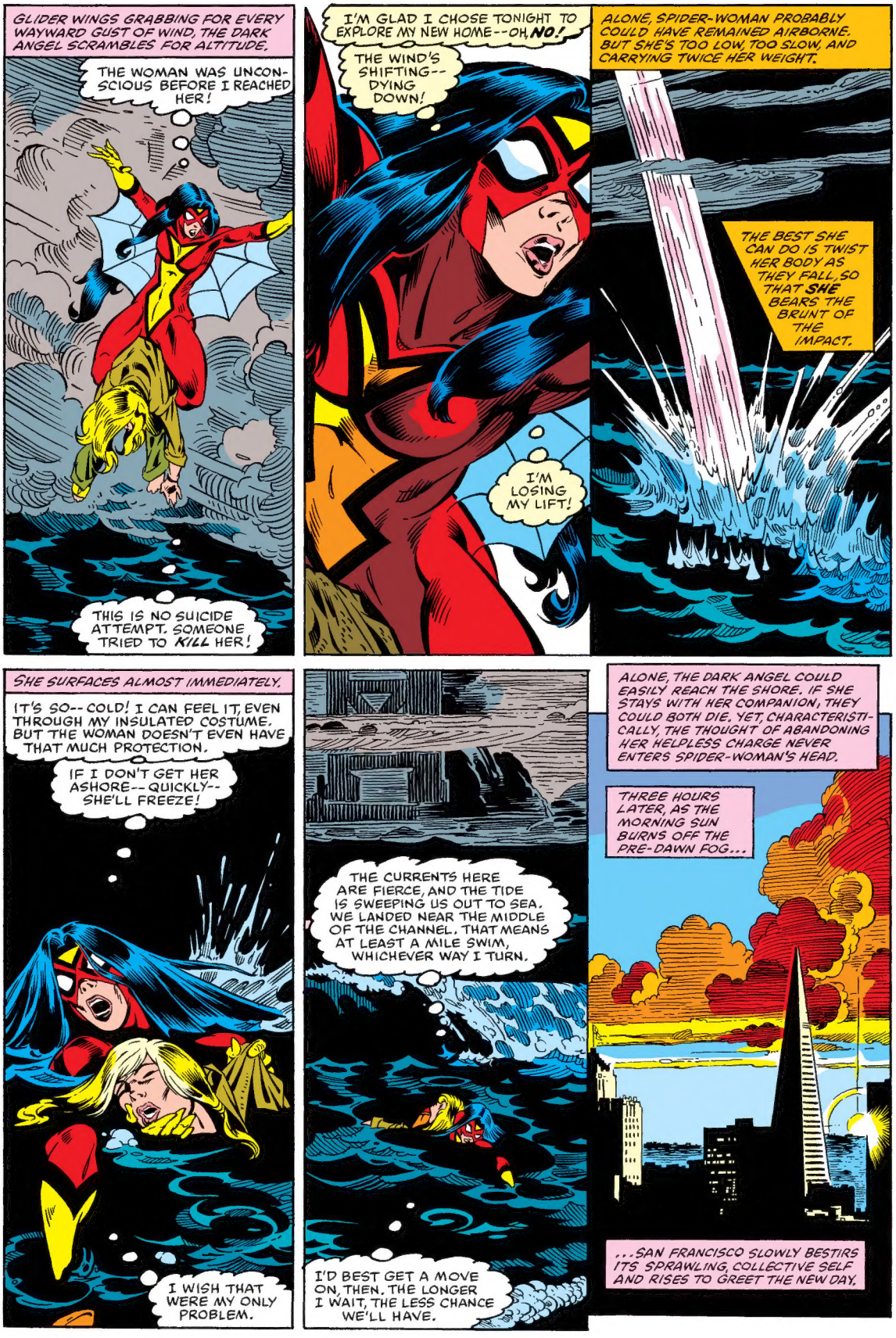
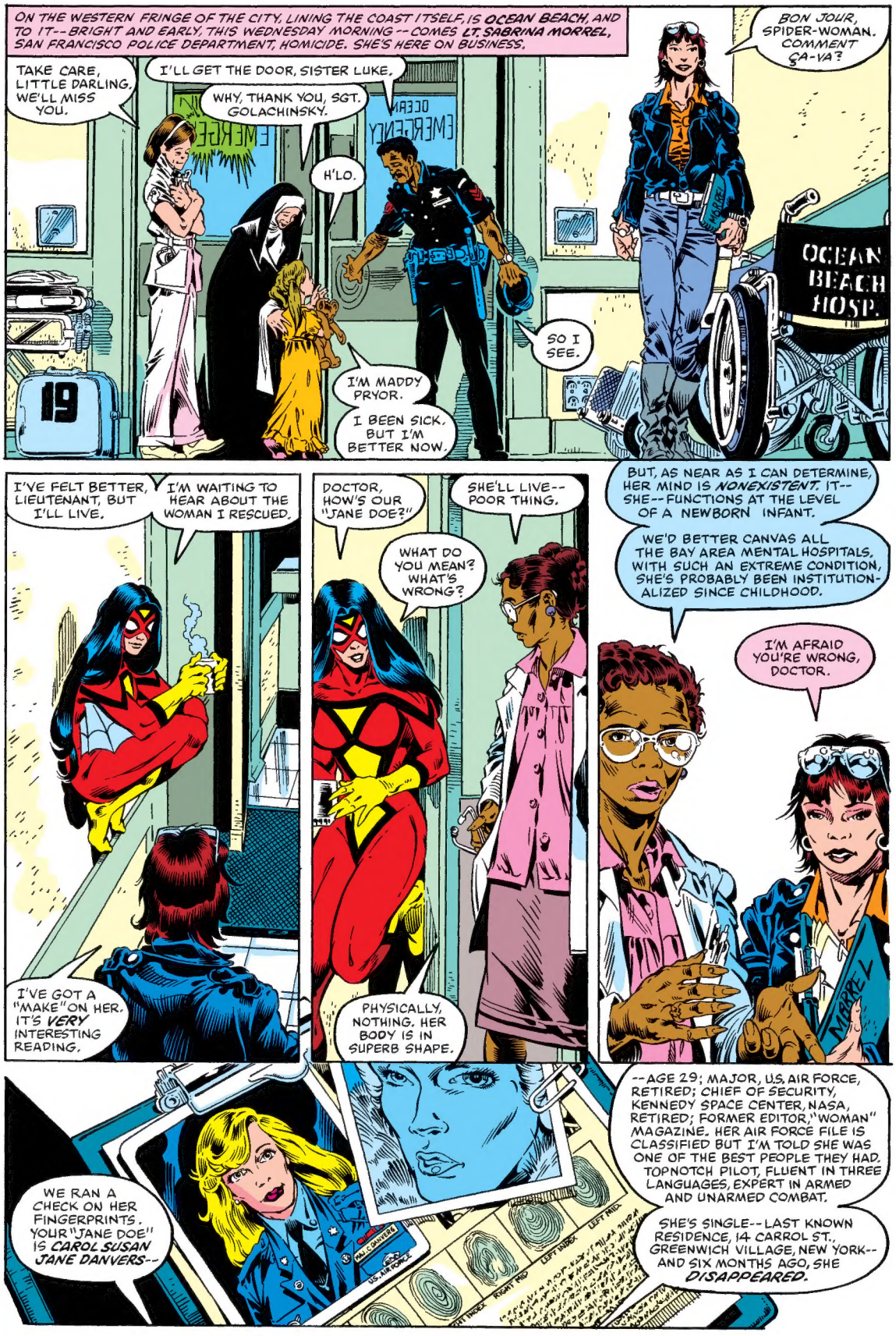
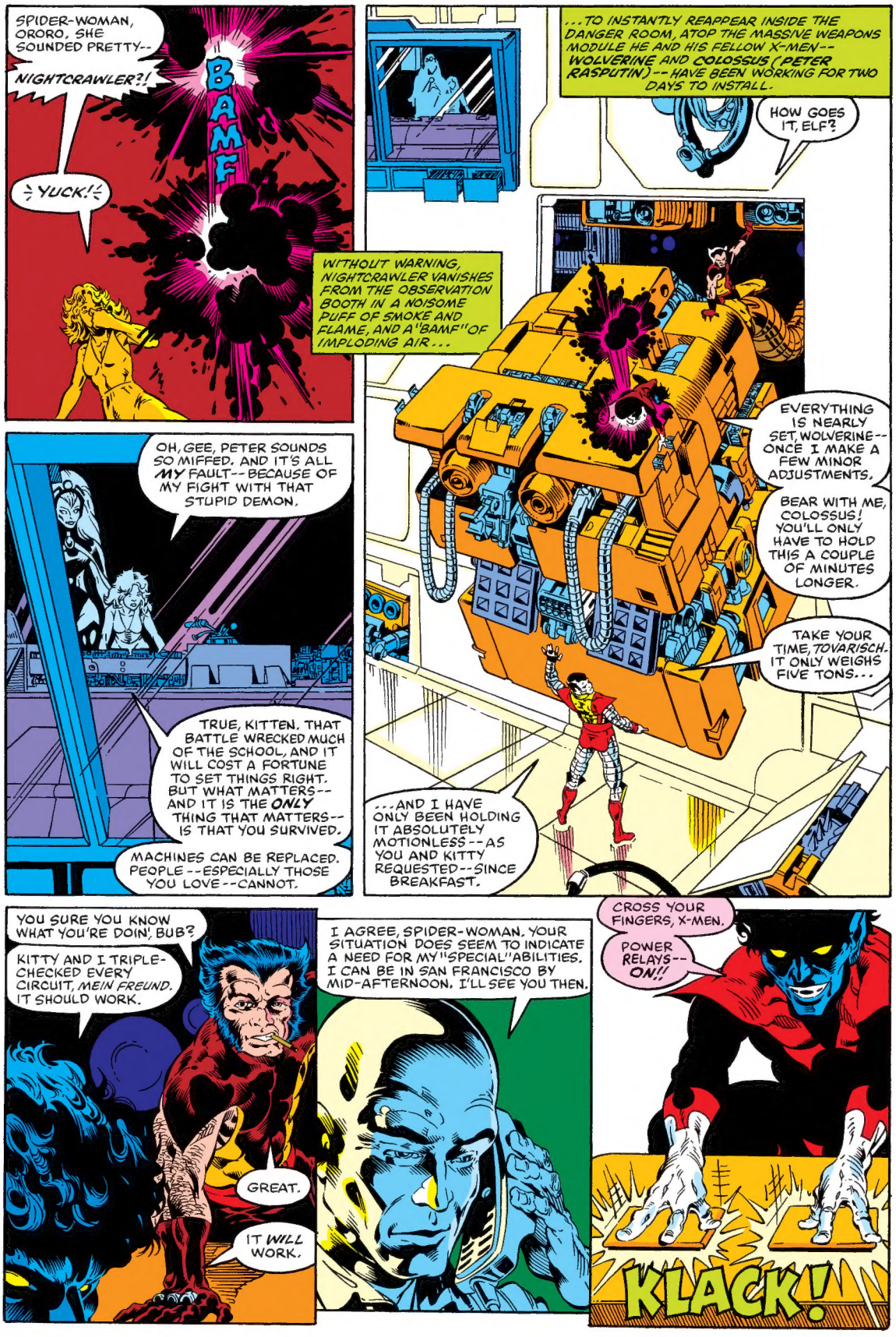
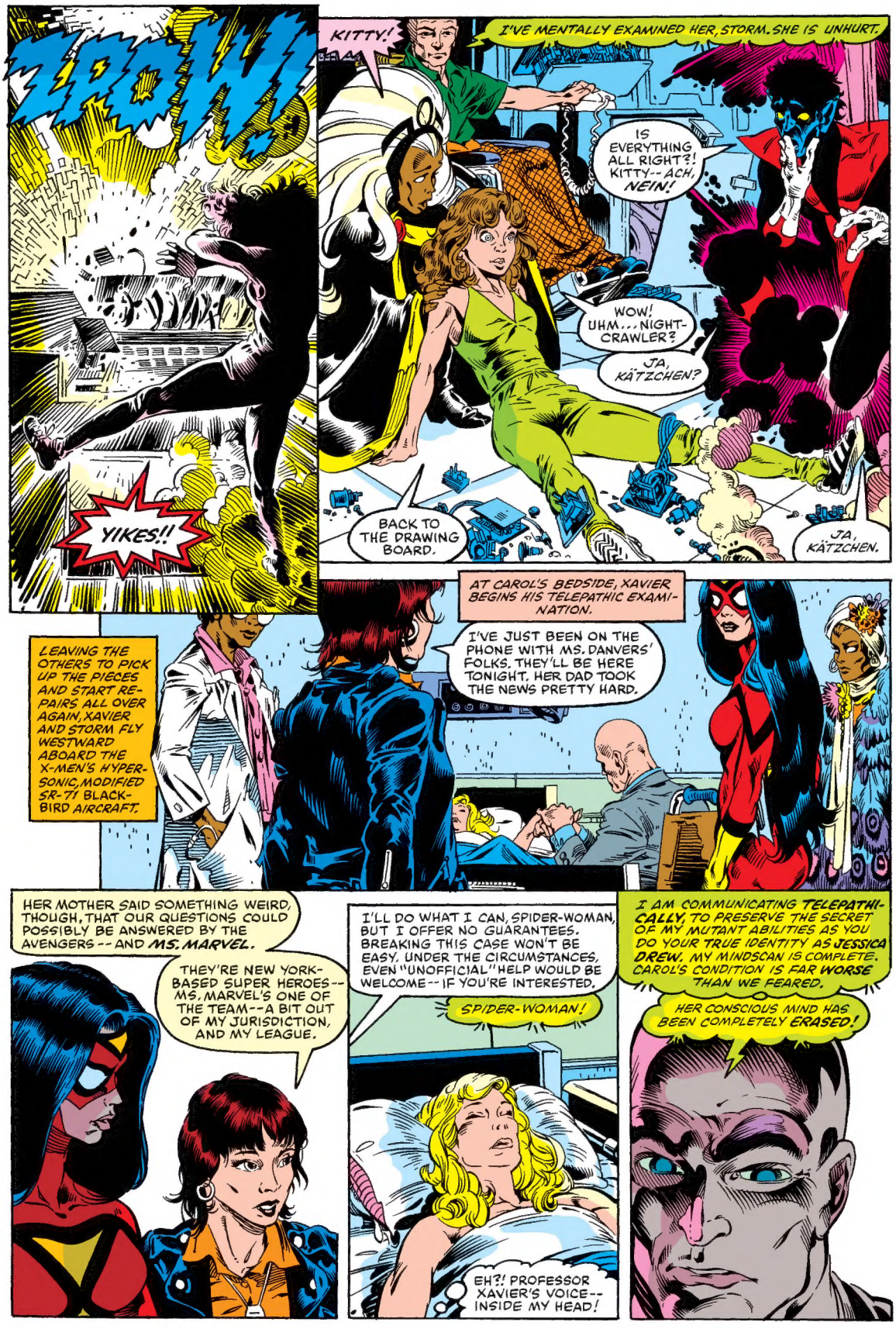

GLIDER WINGS GRABBING FOR EVERY WAYWARD GUST OF WIND, THE DARK ANGEL SCRAMBLES FOR ALTITUDE.
THE WOMAN WAS UNCONSCIOUS BEFORE I REACHED HER!
THIS IS NO SUICIDE ATTEMPT. SOMEONE TRIED TO KILL HER!
I'M GLAD I CHOSE TONIGHT TO EXPLORE MY NEW HOME--OH, NO!
THE WIND'S SHIFTING--DYING DOWN!
I'M LOSING MY LIFT!
ALONE, SPIDER-WOMAN PROBABLY COULD HAVE REMAINED AIRBORNE. BUT SHE'S TOO LOW, TOO SLOW, AND CARRYING TWICE HER WEIGHT.
THE BEST SHE CAN DO IS TWIST HER BODY AS THEY FALL, SO THAT SHE BEARS THE BRUNT OF THE IMPACT.
SHE SURFACES ALMOST IMMEDIATELY.
IT'S SO--COLD! I CAN FEEL IT, EVEN THROUGH MY INSULATED COSTUME. BUT THE WOMAN DOESN'T EVEN HAVE THAT MUCH PROTECTION.
IF I DON'T GET HER ASHORE--QUICKLY--SHE'LL FREEZE!
I WISH THAT WERE MY ONLY PROBLEM.
THE CURRENTS HERE ARE FIERCE, AND THE TIDE IS SWEEPING US OUT TO SEA. WE LANDED NEAR THE MIDDLE OF THE CHANNEL. THAT MEANS AT LEAST A MILE SWIM, WHICHEVER WAY I TURN.
I'D BEST GET A MOVE ON, THEN. THE LONGER I WAIT, THE LESS CHANCE WE'LL HAVE.
ALONE, THE DARK ANGEL COULD EASILY REACH THE SHORE. IF SHE STAYS WITH HER COMPANION, THEY COULD BOTH DIE. YET, CHARACTERISTICALLY, THE THOUGHT OF ABANDONING HER HELPLESS CHARGE NEVER ENTERS SPIDER-WOMAN'S HEAD.
THREE HOURS LATER, AS THE MORNING SUN BURNS OFF THE PRE-DAWN FOG...
...SAN FRANCISCO SLOWLY BESTIRS ITS SPRAWLING, COLLECTIVE SELF AND RISES TO GREET THE NEW DAY.

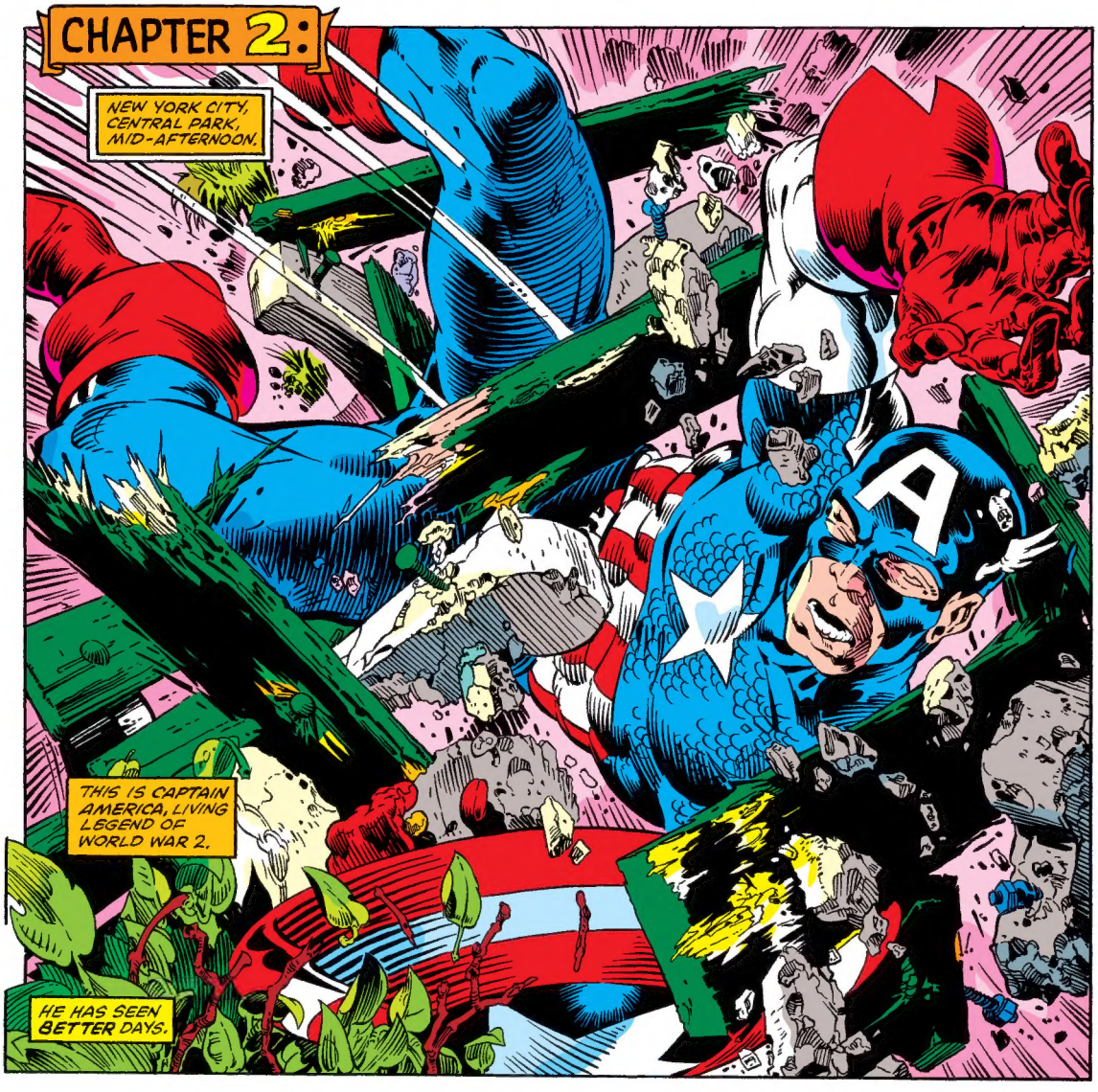

ON THE WESTERN FRINGE OF THE CITY, LINING THE COAST ITSELF, IS OCEAN BEACH, AND TO IT--BRIGHT AND EARLY, THIS WEDNESDAY MORNING--COMES LT. SABRINA MORREL, SAN FRANCISCO POLICE DEPARTMENT, HOMICIDE. SHE'S HERE ON BUSINESS.
TAKE CARE, LITTLE DARLING. WE'LL MISS YOU.
I'LL GET THE DOOR, SISTER LUKE.
WHY, THANK YOU, SGT. GOLACHINSKY.
H'LO.
I'M MADDY PRYOR.
I BEEN SICK, BUT I'M BETTER NOW.
BON JOUR, SPIDER-WOMAN. COMMENT ÇA-VA?
SO I SEE.
OCEAN BEACH HOSP.
19
I'VE FELT BETTER, LIEUTENANT, BUT I'LL LIVE.
I'M WAITING TO HEAR ABOUT THE WOMAN I RESCUED.
I'VE GOT A "MAKE" ON HER. IT'S VERY INTERESTING READING.
DOCTOR, HOW'S OUR "JANE DOE?"
SHE'LL LIVE--POOR THING.
WHAT DO YOU MEAN? WHAT'S WRONG?
PHYSICALLY, NOTHING. HER BODY IS IN SUPERB SHAPE.
BUT, AS NEAR AS I CAN DETERMINE, HER MIND IS NONEXISTENT. IT--SHE--FUNCTIONS AT THE LEVEL OF A NEWBORN INFANT.
WE'D BETTER CANVAS ALL THE BAY AREA MENTAL HOSPITALS, WITH SUCH AN EXTREME CONDITION, SHE'S PROBABLY BEEN INSTITUTIONALIZED SINCE CHILDHOOD.
I'M AFRAID YOU'RE WRONG, DOCTOR.
MORREL
WE RAN A CHECK ON HER FINGERPRINTS. YOUR "JANE DOE" IS CAROL SUSAN JANE DANVERS--
--AGE 29; MAJOR, U.S. AIR FORCE, RETIRED; CHIEF OF SECURITY, KENNEDY SPACE CENTER, NASA, RETIRED; FORMER EDITOR, "WOMAN" MAGAZINE. HER AIR FORCE FILE IS CLASSIFIED BUT I'M TOLD SHE WAS ONE OF THE BEST PEOPLE THEY HAD. TOPNOTCH PILOT, FLUENT IN THREE LANGUAGES, EXPERT IN ARMED AND UNARMED COMBAT.
SHE'S SINGLE--LAST KNOWN RESIDENCE, 14 CARROL ST., GREENWICH VILLAGE, NEW YORK--AND SIX MONTHS AGO, SHE DISAPPEARED.

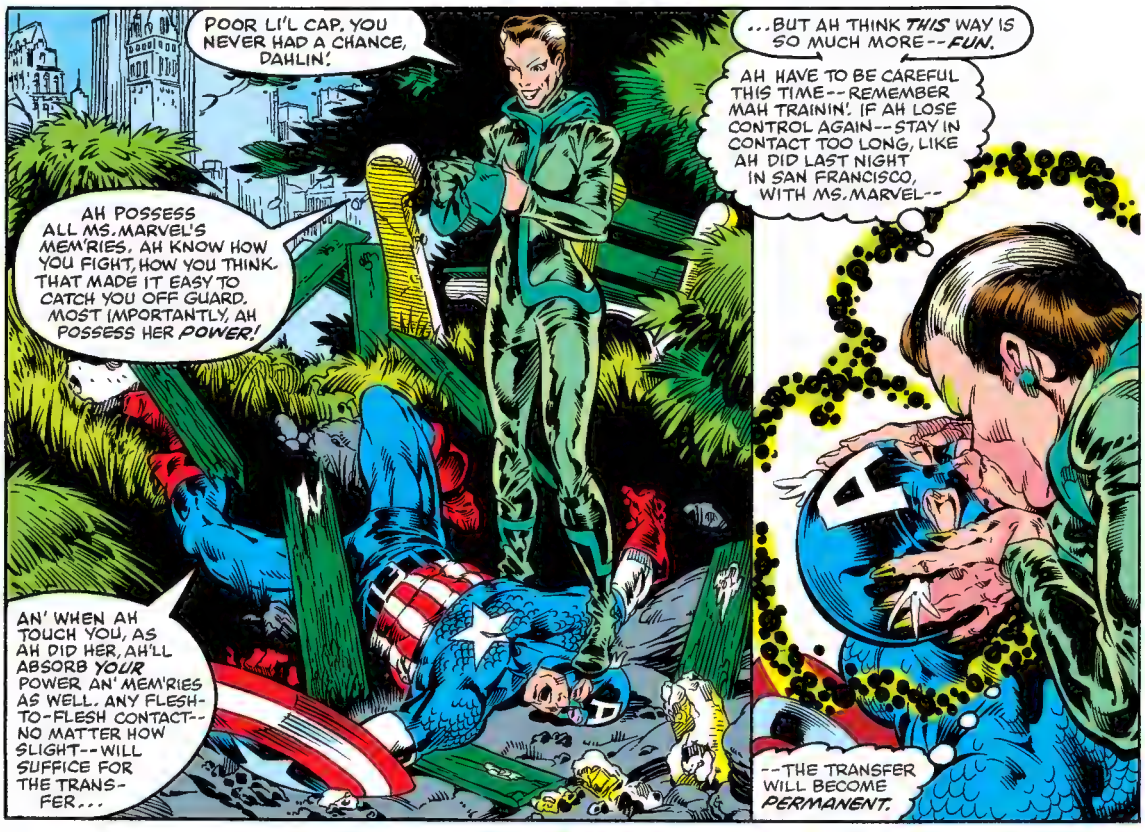
MS. DANVERS WAS STRIPPED OF ALL IDENTIFICATION, HER CLOTHES OF THEIR LABELS, HER ASSAILANT WANTED TO MAKE HER AS ANONYMOUS AND UNTRACEABLE AS POSSIBLE. WE'LL NEED HER HELP TO FIND HIM.
I UNDERSTAND, LIEUTENANT. BUT, UNFORTUNATELY, WE'VE NO WAY OF GETTING INSIDE HER SKULL TO DETERMINE THE TYPE AND SEVERITY OF THE DAMAGE.
"ALL WE CAN DO IS WATCH AND WAIT AND HOPE FOR THE BEST. EITHER SHE'LL RECOVER, OR SHE WON'T."
THE GOOD DOCTOR MAY BE UNABLE TO LEARN PRECISELY HOW BADLY CAROL IS HURT...
...BUT I KNOW SOMEONE WHO CAN.
ACROSS THE CONTINENT, IN PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, A PHONE RINGS. TO THE WORLD AT LARGE, THIS IS AN EXCLUSIVE, RECLUSIVE, EMINENTLY RESPECTABLE BOARDING SCHOOL. ONLY A HANDFUL OF PEOPLE KNOW THAT IT IS ALSO THE HEADQUARTERS OF A BAND OF MUTANT SUPER HEROES:
THE UNCANNY X-MEN!
THE YOUNGEST PUPIL IN XAVIER'S SCHOOL--AND CURRENTLY ITS ONLY X-MAN IN TRAINING-- IS KITTY PRYDE.
...THE PROFESSOR'S IN THE DANGER ROOM, SPIDER-WOMAN. HANG ON A MINUTE. I'LL GET HIM.
SHE DOESN'T BOTHER WITH DOORS, BUT MERELY USES HER MUTANT ABILITY TO PHASE THROUGH SOLID OBJECTS TO WALK THROUGH ALL THE WALLS SEPARATING HER FROM XAVIER.
PHONE, PROFESSOR! LONG DISTANCE!
...ARE TWO FULL-FLEDGED X-MEN: NIGHTCRAWLER (KURT WAGNER) AND STORM (ORORO).
WHO IS IT, KITTEN?
THANK YOU, CHILD.
HARD AT WORK REPAIRING THE OBSERVATION BOOTH'S CONTROL SYSTEMS (DESTROYED LAST CHRISTMAS--ALONG WITH MUCH OF THE MANSION ITSELF--DURING AN EPIC ONE-ON-ONE BATTLE BETWEEN KITTY AND A DEMON*)...
*X-MEN #143 -- DAK.

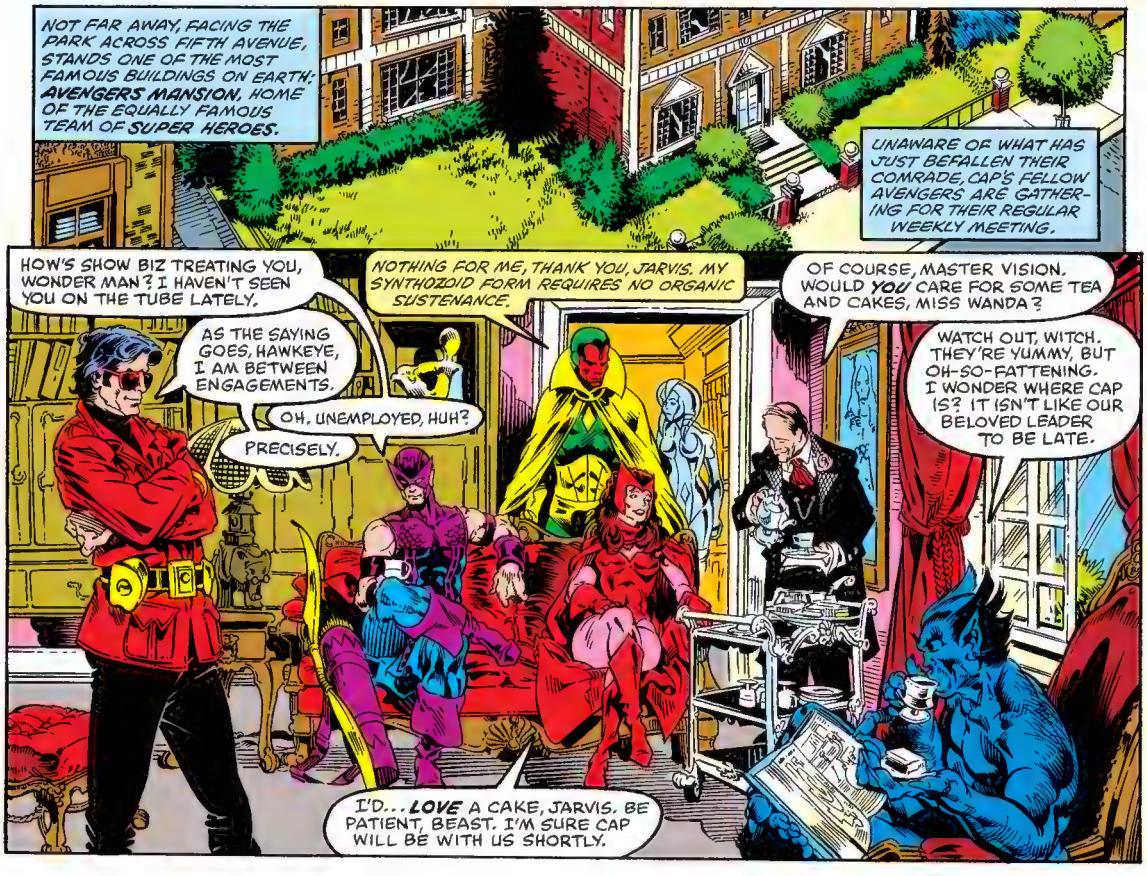

SPIDER-WOMAN, ORORO, SHE SOUNDED PRETTY--
NIGHTCRAWLER?!
BAMF
YUCK!
WITHOUT WARNING, NIGHTCRAWLER VANISHES FROM THE OBSERVATION BOOTH IN A NOISOME PUFF OF SMOKE AND FLAME, AND A "BAMF" OF IMPLODING AIR...
...TO INSTANTLY REAPPEAR INSIDE THE DANGER ROOM, ATOP THE MASSIVE WEAPONS MODULE HE AND HIS FELLOW X-MEN--WOLVERINE AND COLOSSUS (PETER RASPUTIN)--HAVE BEEN WORKING FOR TWO DAYS TO INSTALL.
HOW GOES IT, ELF?
EVERYTHING IS NEARLY SET, WOLVERINE--ONCE I MAKE A FEW MINOR ADJUSTMENTS.
BEAR WITH ME, COLOSSUS! YOU'LL ONLY HAVE TO HOLD THIS A COUPLE OF MINUTES LONGER.
TAKE YOUR TIME, TOVARISCH. IT ONLY WEIGHS FIVE TONS...
...AND I HAVE ONLY BEEN HOLDING IT ABSOLUTELY MOTIONLESS--AS YOU AND KITTY REQUESTED--SINCE BREAKFAST.
OH, GEE, PETER SOUNDS SO MIFFED. AND IT'S ALL MY FAULT--BECAUSE OF MY FIGHT WITH THAT STUPID DEMON.
TRUE, KITTEN. THAT BATTLE WRECKED MUCH OF THE SCHOOL, AND IT WILL COST A FORTUNE TO SET THINGS RIGHT. BUT WHAT MATTERS--AND IT IS THE ONLY THING THAT MATTERS--IS THAT YOU SURVIVED.
MACHINES CAN BE REPLACED. PEOPLE--ESPECIALLY THOSE YOU LOVE--CANNOT.
YOU SURE YOU KNOW WHAT YOU'RE DOIN', BUB?
KITTY AND I TRIPLE-CHECKED EVERY CIRCUIT, MEIN FREUND. IT SHOULD WORK.
GREAT.
IT WILL WORK.
I AGREE, SPIDER-WOMAN. YOUR SITUATION DOES SEEM TO INDICATE A NEED FOR MY "SPECIAL" ABILITIES. I CAN BE IN SAN FRANCISCO BY MID-AFTERNOON. I'LL SEE YOU THEN.
CROSS YOUR FINGERS, X-MEN.
POWER RELAYS--ON!!
KLACK!


ZAP!!
YIKES!!
KITTY!
I'VE MENTALLY EXAMINED HER, STORM. SHE IS UNHURT.
IS EVERYTHING ALL RIGHT?! KITTY--ACH, NEIN!
WOW! UHM... NIGHT-CRAWLER?
JA, KÄTZCHEN?
BACK TO THE DRAWING BOARD.
JA, KÄTZCHEN.
LEAVING THE OTHERS TO PICK UP THE PIECES AND START REPAIRS ALL OVER AGAIN, XAVIER AND STORM FLY WESTWARD ABOARD THE X-MEN'S HYPERSONIC, MODIFIED SR-71 BLACKBIRD AIRCRAFT.
AT CAROL'S BEDSIDE, XAVIER BEGINS HIS TELEPATHIC EXAMINATION.
I'VE JUST BEEN ON THE PHONE WITH MS. DANVERS' FOLKS. THEY'LL BE HERE TONIGHT. HER DAD TOOK THE NEWS PRETTY HARD.
HER MOTHER SAID SOMETHING WEIRD, THOUGH, THAT OUR QUESTIONS COULD POSSIBLY BE ANSWERED BY THE AVENGERS -- AND MS. MARVEL.
THEY'RE NEW YORK-BASED SUPER HEROES -- MS. MARVEL'S ONE OF THE TEAM -- A BIT OUT OF MY JURISDICTION, AND MY LEAGUE.
I'LL DO WHAT I CAN, SPIDER-WOMAN, BUT I OFFER NO GUARANTEES. BREAKING THIS CASE WON'T BE EASY. UNDER THE CIRCUMSTANCES, EVEN "UNOFFICIAL" HELP WOULD BE WELCOME -- IF YOU'RE INTERESTED.
SPIDER-WOMAN!
EH?! PROFESSOR XAVIER'S VOICE -- INSIDE MY HEAD!
I AM COMMUNICATING TELEPATHICALLY, TO PRESERVE THE SECRET OF MY MUTANT ABILITIES AS YOU DO YOUR TRUE IDENTITY AS JESSICA DREW. MY MINDSCAN IS COMPLETE. CAROL'S CONDITION IS FAR WORSE THAN WE FEARED.
HER CONSCIOUS MIND HAS BEEN COMPLETELY ERASED!

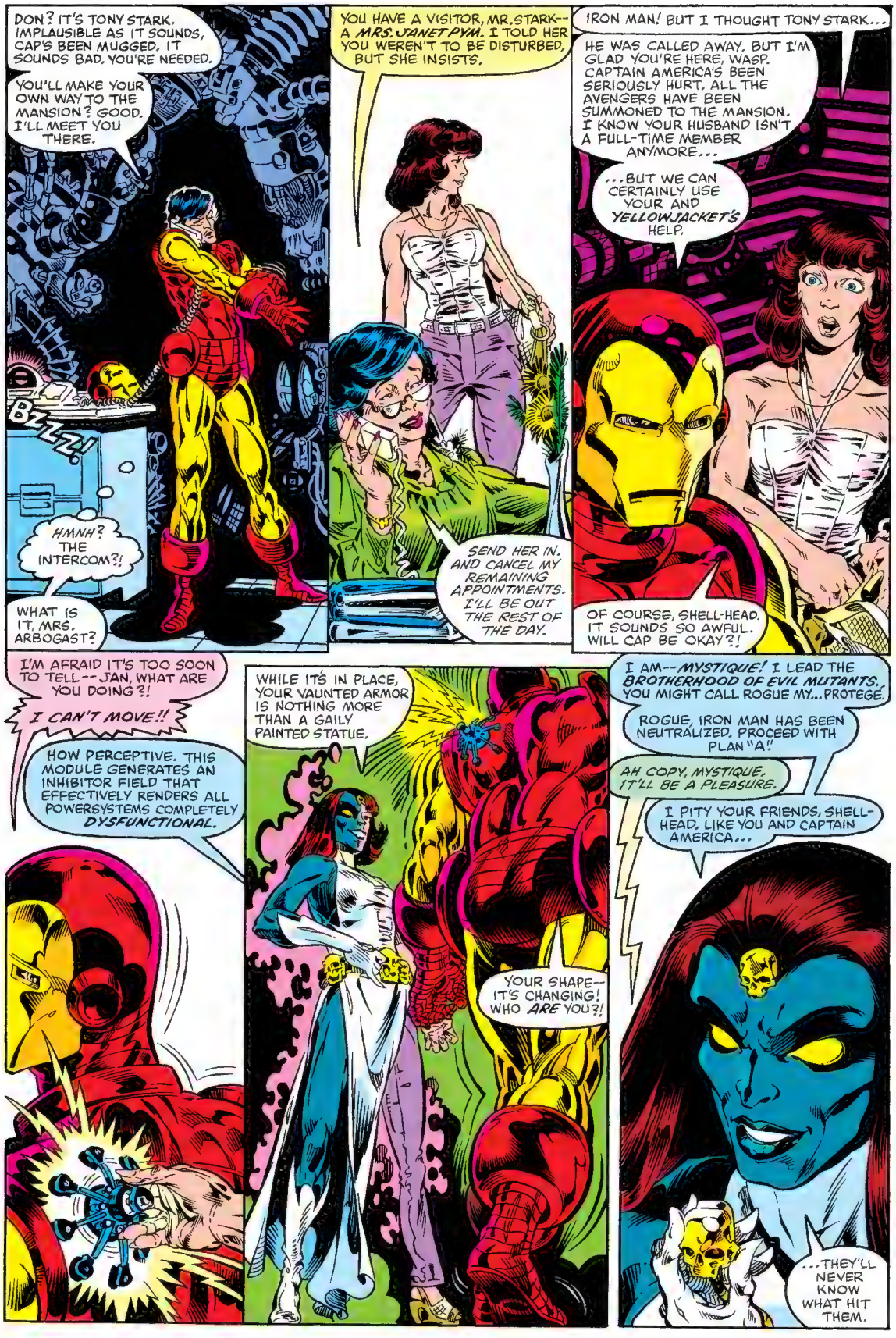
SHE IS A TABULA RASA, A BLANK SLATE. BUT HER CONDITION IS NOT HOPELESS. MANY OF HER CRITICAL MEMORIES AND PERSONALITY TRAITS SHOULD BE BURIED DEEP WITHIN HER SUBCONSCIOUS. WITH TIME AND EFFORT--AND LUCK--I BELIEVE I CAN DRAW THEM TO THE SURFACE.
YOUR SUSPICIONS ARE WELL-FOUNDED. THIS IS NOT A NATURAL STATE.
CAROL WAS AN EXCEPTIONALLY STRONG AND COURAGEOUS PERSON. SHE FOUGHT HARD FOR HER MIND. MY PRELIMINARY SCAN OF HER SUBCONSCIOUS PICKED UP THIS RESIDUAL IMAGE.
I BELIEVE IT IS HER ASSAILANT. HER NAME IS--ROGUE.

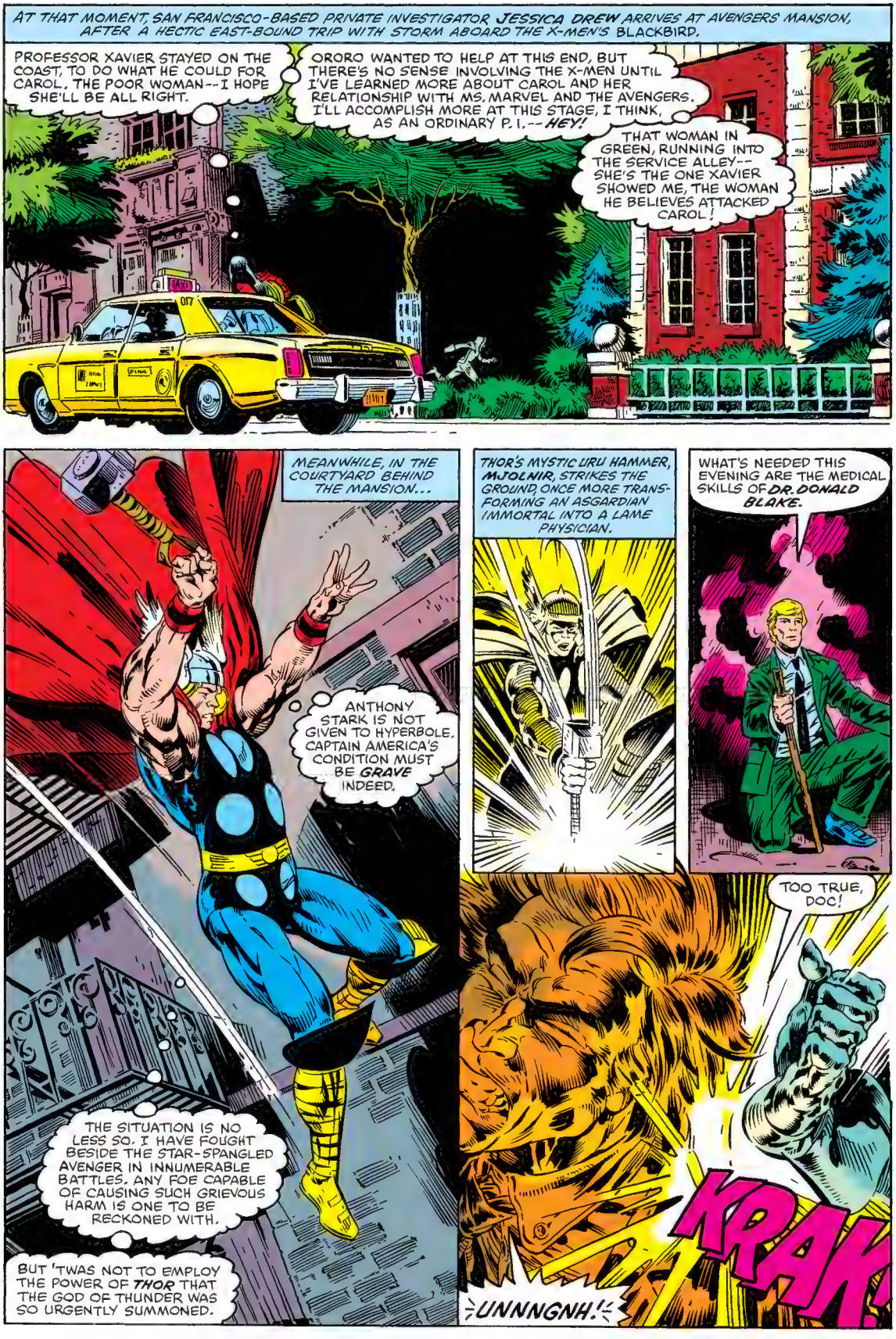

CHAPTER 2:
NEW YORK CITY, CENTRAL PARK, MID-AFTERNOON.
THIS IS CAPTAIN AMERICA, LIVING LEGEND OF WORLD WAR 2.
HE HAS SEEN BETTER DAYS.


POOR LI'L CAP. YOU NEVER HAD A CHANCE, DAHLIN!
...BUT AH THINK THIS WAY IS SO MUCH MORE--FUN.
AH HAVE TO BE CAREFUL THIS TIME--REMEMBER MAH TRAININ'. IF AH LOSE CONTROL AGAIN--STAY IN CONTACT TOO LONG, LIKE AH DID LAST NIGHT IN SAN FRANCISCO, WITH MS. MARVEL--
AH POSSESS ALL MS. MARVEL'S MEM'RIES. AH KNOW HOW YOU FIGHT, HOW YOU THINK. THAT MADE IT EASY TO CATCH YOU OFF GUARD. MOST IMPORTANTLY, AH POSSESS HER POWER!
AN' WHEN AH TOUCH YOU, AS AH DID HER, AH'LL ABSORB YOUR POWER AN' MEM'RIES AS WELL. ANY FLESH-TO-FLESH CONTACT--NO MATTER HOW SLIGHT--WILL SUFFICE FOR THE TRANS-FER...
--THE TRANSFER WILL BECOME PERMANENT.


NOT FAR AWAY, FACING THE PARK ACROSS FIFTH AVENUE, STANDS ONE OF THE MOST FAMOUS BUILDINGS ON EARTH: AVENGERS MANSION, HOME OF THE EQUALLY FAMOUS TEAM OF SUPER HEROES.
UNAWARE OF WHAT HAS JUST BEFALLEN THEIR COMRADE, CAP'S FELLOW AVENGERS ARE GATHERING FOR THEIR REGULAR WEEKLY MEETING.
HOW'S SHOW BIZ TREATING YOU, WONDER MAN? I HAVEN'T SEEN YOU ON THE TUBE LATELY.
AS THE SAYING GOES, HAWKEYE, I AM BETWEEN ENGAGEMENTS.
OH, UNEMPLOYED, HUH?
PRECISELY.
NOTHING FOR ME, THANK YOU, JARVIS. MY SYNTHOZOID FORM REQUIRES NO ORGANIC SUSTENANCE.
OF COURSE, MASTER VISION. WOULD YOU CARE FOR SOME TEA AND CAKES, MISS WANDA?
WATCH OUT, WITCH. THEY'RE YUMMY, BUT OH-SO-FATTENING. I WONDER WHERE CAP IS? IT ISN'T LIKE OUR BELOVED LEADER TO BE LATE.
I'D... LOVE A CAKE, JARVIS. BE PATIENT, BEAST. I'M SURE CAP WILL BE WITH US SHORTLY.

AT WHICH POINT, RIGHT ON CUE...
KA-RASH!
GOODNESS GRACIOUS!
WHILE THE AVENGERS REACT WITH CUSTOMARY SPEED AND EFFICIENCY--SOME TENDING TO CAP, WHILE OTHERS SEEK HIS ASSAILANT--WE SHIFT OUR SCENE EASTWARD ACROSS LONG ISLAND TO THE CORPORATE HEADQUARTERS OF STARK INTERNATIONAL...
...WHERE WE FIND ITS FOUNDER AND PRESIDENT, TONY STARK, HARD AT WORK IN HIS LABORATORY, FINE-TUNING THE ARMOR WORN BY HIS ALTER EGO, IRON MAN.
EH--?! THE AVENGERS PRIORITY ALARM!
I NOTIFIED CAP THAT I--OR RATHER, IRON MAN--WOULD BE UNABLE TO ATTEND TODAY'S MEETING. THEY WOULDN'T CALL--ESPECIALLY WITH THAT SIGNAL--
--UNLESS THINGS WERE DEADLY SERIOUS.
ALTHOUGH STARK ANSWERS THE CALL, IT APPEARS TO THE AVENGERS--THANKS TO A COMPUTER-GENERATED FACSIMILE IMAGE OF IRON MAN TRANSMITTED BY STARK--
--THAT THEY ARE SPEAKING DIRECTLY TO THE GOLDEN AVENGER HIMSELF.
IRON MAN HERE, JARVIS, WHAT'S THE PROBLEM?
CAPTAIN AMERICA HAS BEEN ASSAULTED, SIR. WE NEED DR. BLAKE, IMMEDIATELY.
I HAVE SEARCHED THE PARK AND SURROUNDING STREETS. I SAW NOTHING, AND NO ONE, SUSPICIOUS.
I'LL TAKE CARE OF IT, JARVIS. EXPECT US IN FIFTEEN MINUTES.
LET'S MOVE HIM TO THE MEDILAB. GENTLY, GUYS.

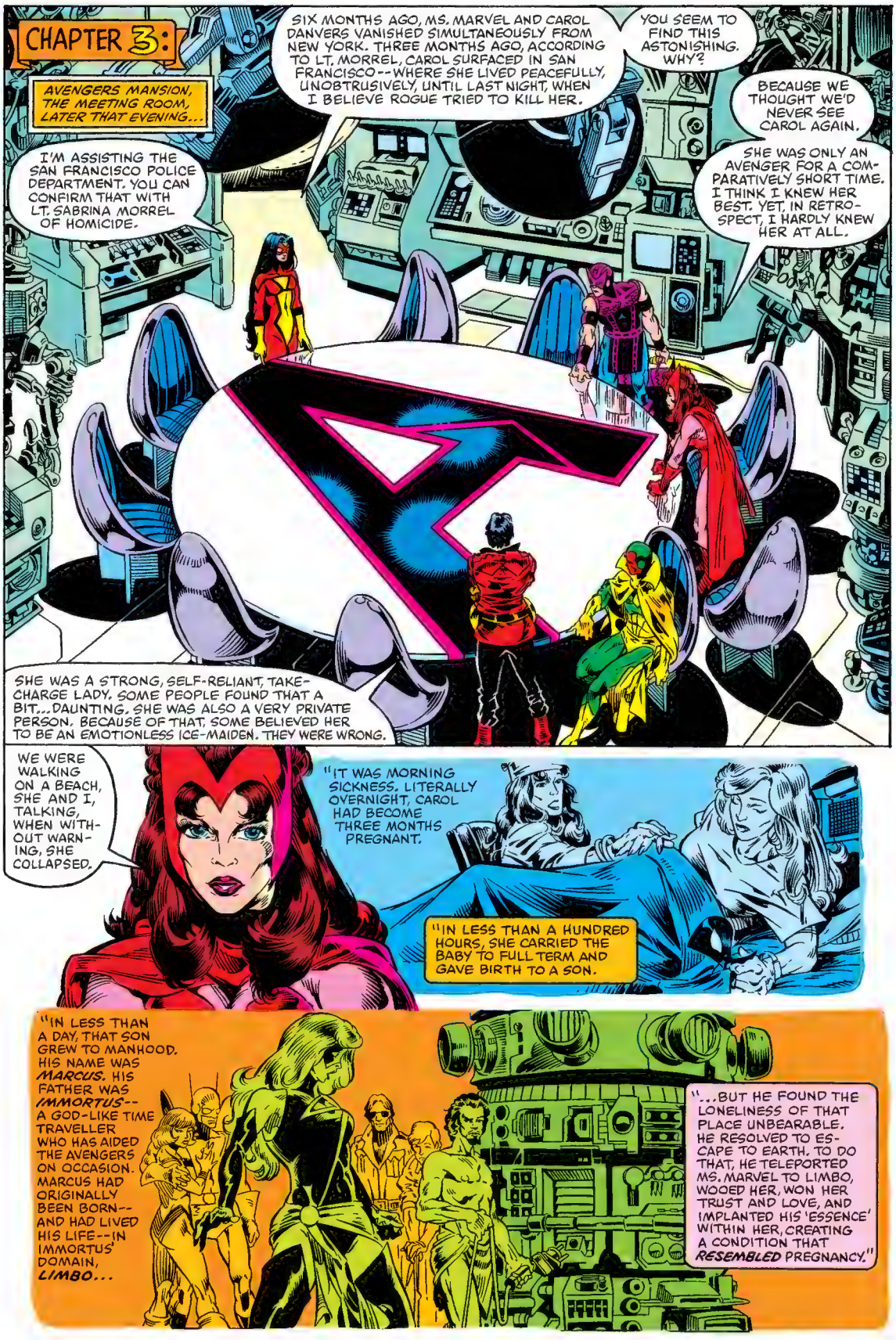

DON? IT'S TONY STARK. IMPLAUSIBLE AS IT SOUNDS, CAP'S BEEN MUGGED. IT SOUNDS BAD. YOU'RE NEEDED.
YOU'LL MAKE YOUR OWN WAY TO THE MANSION? GOOD. I'LL MEET YOU THERE.
BUZZZ!
HMNH? THE INTERCOM?!
WHAT IS IT, MRS. ARBOGAST?
YOU HAVE A VISITOR, MR. STARK--A MRS. JANET PYM. I TOLD HER YOU WEREN'T TO BE DISTURBED, BUT SHE INSISTS.
SEND HER IN, AND CANCEL MY REMAINING APPOINTMENTS. I'LL BE OUT THE REST OF THE DAY.
IRON MAN! BUT I THOUGHT TONY STARK...
HE WAS CALLED AWAY. BUT I'M GLAD YOU'RE HERE, WASP. CAPTAIN AMERICA'S BEEN SERIOUSLY HURT. ALL THE AVENGERS HAVE BEEN SUMMONED TO THE MANSION. I KNOW YOUR HUSBAND ISN'T A FULL-TIME MEMBER ANYMORE...
...BUT WE CAN CERTAINLY USE YOUR AND YELLOWJACKET'S HELP.
OF COURSE, SHELL-HEAD. IT SOUNDS SO AWFUL. WILL CAP BE OKAY?!
I'M AFRAID IT'S TOO SOON TO TELL--JAN, WHAT ARE YOU DOING?!
I CAN'T MOVE!!
HOW PERCEPTIVE. THIS MODULE GENERATES AN INHIBITOR FIELD THAT EFFECTIVELY RENDERS ALL POWERSYSTEMS COMPLETELY DYSFUNCTIONAL.
WHILE IT'S IN PLACE, YOUR VAUNTED ARMOR IS NOTHING MORE THAN A GAILY PAINTED STATUE.
YOUR SHAPE--IT'S CHANGING! WHO ARE YOU?!
I AM--MYSTIQUE! I LEAD THE BROTHERHOOD OF EVIL MUTANTS. YOU MIGHT CALL ROGUE MY...PROTEGÉ.
ROGUE, IRON MAN HAS BEEN NEUTRALIZED. PROCEED WITH PLAN "A!"
AH COPY, MYSTIQUE, IT'LL BE A PLEASURE.
I PITY YOUR FRIENDS, SHELL-HEAD, LIKE YOU AND CAPTAIN AMERICA...
...THEY'LL NEVER KNOW WHAT HIT THEM.


AT THAT MOMENT, SAN FRANCISCO-BASED PRIVATE INVESTIGATOR JESSICA DREW ARRIVES AT AVENGERS MANSION, AFTER A HECTIC EAST-BOUND TRIP WITH STORM ABOARD THE X-MEN'S BLACKBIRD.
PROFESSOR XAVIER STAYED ON THE COAST, TO DO WHAT HE COULD FOR CAROL. THE POOR WOMAN--I HOPE SHE'LL BE ALL RIGHT.
ORORO WANTED TO HELP AT THIS END, BUT THERE'S NO SENSE INVOLVING THE X-MEN UNTIL I'VE LEARNED MORE ABOUT CAROL AND HER RELATIONSHIP WITH MS. MARVEL AND THE AVENGERS. I'LL ACCOMPLISH MORE AT THIS STAGE, I THINK, AS AN ORDINARY P. I.--HEY!
THAT WOMAN IN GREEN, RUNNING INTO THE SERVICE ALLEY--SHE'S THE ONE XAVIER SHOWED ME, THE WOMAN HE BELIEVES ATTACKED CAROL!
TAXI
MEANWHILE, IN THE COURTYARD BEHIND THE MANSION...
ANTHONY STARK IS NOT GIVEN TO HYPERBOLE. CAPTAIN AMERICA'S CONDITION MUST BE GRAVE INDEED.
THE SITUATION IS NO LESS SO. I HAVE FOUGHT BESIDE THE STAR-SPANGLED AVENGER IN INNUMERABLE BATTLES. ANY FOE CAPABLE OF CAUSING SUCH GRIEVOUS HARM IS ONE TO BE RECKONED WITH.
BUT 'TWAS NOT TO EMPLOY THE POWER OF THOR THAT THE GOD OF THUNDER WAS SO URGENTLY SUMMONED.
THOR'S MYSTIC URU HAMMER, MJOLNIR, STRIKES THE GROUND, ONCE MORE TRANSFORMING AN ASGARDIAN IMMORTAL INTO A LAME PHYSICIAN.
WHAT'S NEEDED THIS EVENING ARE THE MEDICAL SKILLS OF DR. DONALD BLAKE.
TOO TRUE, DOC!
KRAK
UNNNGNH!

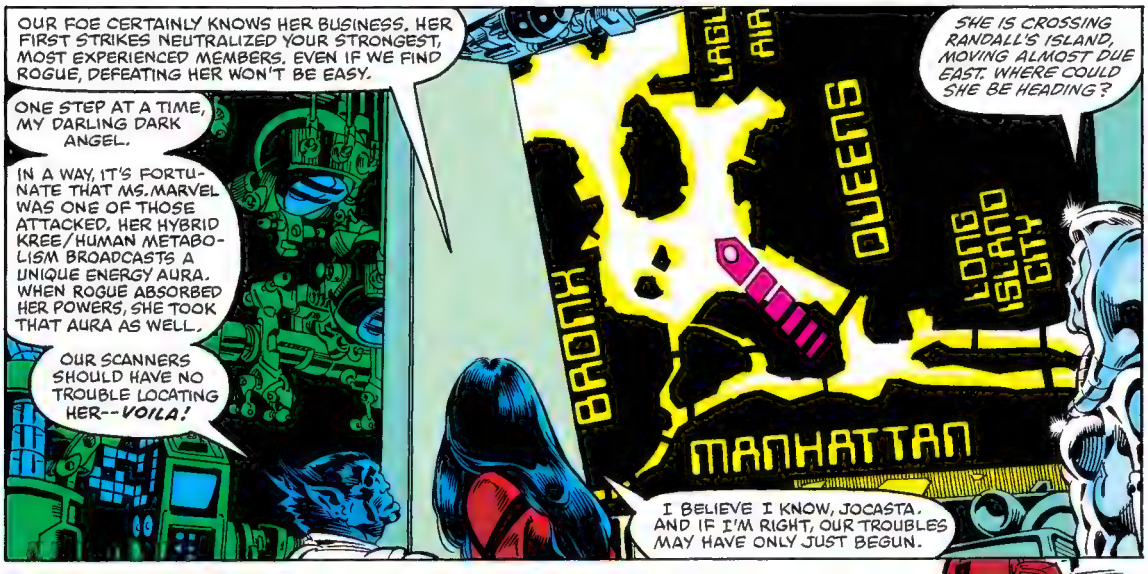
AN' YOUR FIRST PATIENT IS GOING TO BE-- YOURSELF!
LEAVE HIM ALONE!
WHO--?!
THE NAME IS SPIDER-WOMAN, ROGUE. I'VE BEEN LOOKING FORWARD TO THIS MEETING EVER SINCE I HAULED CAROL DANVERS OUT OF THE GOLDEN GATE.
SHE'S ALIVE-- NO THANKS TO YOU--AND YOU'RE GOING TO PAY FOR WHAT YOU DID TO HER!
DO TELL?
BLAST! SPIDER-WOMAN'S COSTUME COVERS HER ENTIRE BODY.
THAT PUNCH... NEARLY FINISHED ME. ROGUE'S STRENGTH IS AWESOME. BUT WHEN I TAP MY CANE AGAINST THE GROUND...
...THE ODDS IN THIS SCRAP WILL CHANGE CONSIDERABLY.
IF I CAN'T TOUCH HER FLESH, I CAN'T ABSORB HER POWERS.
AND SHE'S SO FAST AND AGILE...
...I HAVEN'T BEEN ABLE TO HIT HER--
ULP!
HOLD, WOMAN!
THOR KNOWST NOT WHO THOU ART...
I'M ROGUE, DAHLIN'. AN' YOU HAVE MAH ETERNAL GRATITUDE FOR HANDIN' ME VICTORY...
AARRRGH!!
...ON THE PROVERBIAL SILVER PLATTER.

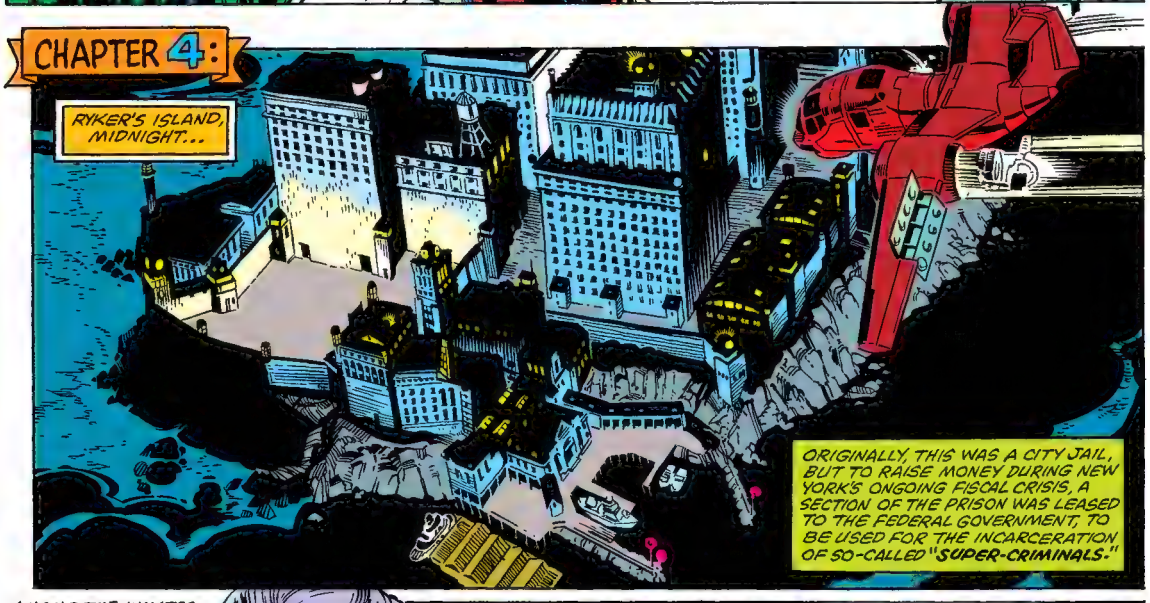
SHE'S ABSORBING THOR'S POWERS!
THE TRANSFER DOESN'T SEEM TO BE COMPLETE. PERHAPS I CAN STILL STOP HER WITH A VENOM BLAST!
EMERALD FIRE EXPLODES FROM THE DARK ANGEL'S FINGERTIPS-- A BIO-ELECTRIC BOLT OF STAGGERING PROPORTIONS.
WHAT'S CAUSING ALL THE COMMOTION?
CRIPES! THOR'S BEING TRASHED--
--BY A WOMAN!?!
THE FEMALE IN GREEN IS UNKNOWN TO ME.
BUT MY MEMORY CELLS RECOGNIZE HER ANTAGONIST-- FROM OUR SECURITY FILES-- AS SPIDER-WOMAN.
IT HAS ABSOLUTELY NO EFFECT.
JUDGING FROM HER PROXIMITY TO THOR AND HIS OBVIOUS PHYSICAL CONDITION, THE MYSTERY WOMAN SEEMS THE MORE EVIDENT THREAT. I WILL DEAL WITH HER.
VISION-- COMING FAST!
HE'S A SYNTHOZOID, A SENTIENT MECHANISM. MAH POWER ONLY WORKS ON LIVING BEINGS. AH CAN'T ABSORB HIS ABILITIES. AH'LL HAVE TO DESTROY HIM. MYSTIQUE TAUGHT ME HOW HE FIGHTS.
"HE'LL PROBABLY REDUCE HIS DENSITY TO AN EPHEMERAL STATE, AN' THEN MAKE PART OF HIS BODY SOLID WITH MINE, HOPING THE STRESS WILL STUN ME. BUT IF AH USE THOR AS A SHIELD, FEAR OF HURTIN' HIS FELLOW AVENGER SHOULD THROW HIM OFF BALANCE LONG ENOUGH...
NO!!
...FOR ME TO ADMINISTER AN INSTANT COUP DE GRACE!

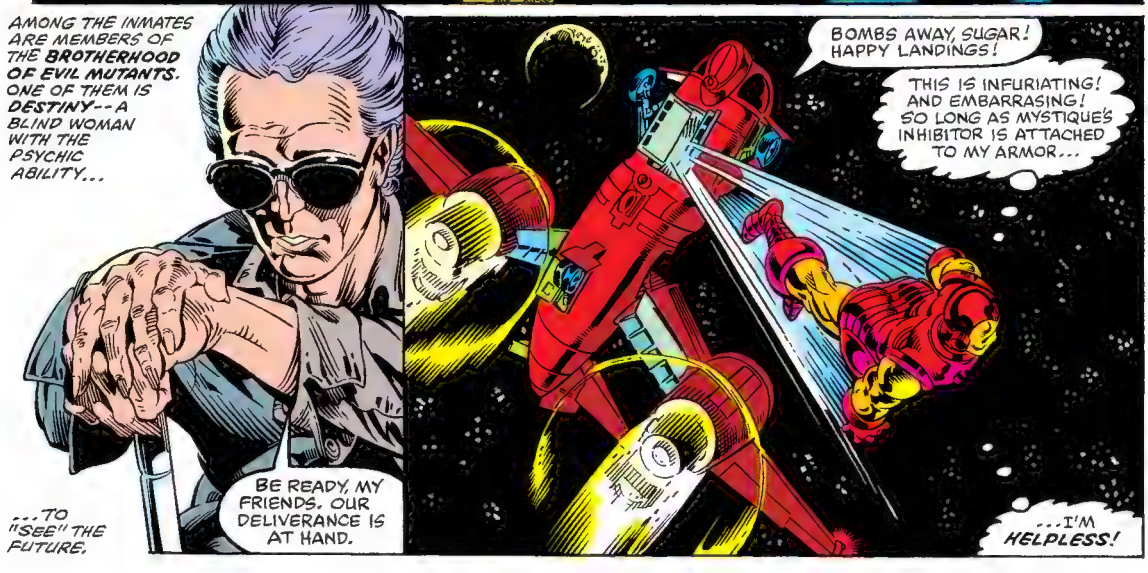
IF I HADN'T SEEN IT WITH MY OWN EYES, I WOULDN'T HAVE BELIEVED--YOU KAYOED THE VISION WITH ONE PUNCH!
HUH?!? I SLAMMED INTO YOU FULL-FORCE AND YOU'RE STILL STANDING!
THAT'S RIGHT, WONDER MAN,
YOU'RE FIGHTIN' SOME-ONE WHO POSSESSES THE AGGREGATE POWER OF THOR, CAP'N AMERICA AND MS. MARVEL.
M-MS. MARVEL?! BUT--THAT'S IMPOSSIBLE--
GRRRK!!
AN' AH'M ABOUT TO ADD YOUR ABILITIES TO MAH COLLECTION, SUGAR.
SOMETHING'S WRONG! AH TOUCHED HIM, BUT NOTHING HAPPENED. HIS--HIS EYES! THEY'RE NOT HUMAN!!
INDEED, THEY ARE NOT. AND NEITHER IS WONDER MAN HIM-SELF.
WHAM!
HE IS A BEING OF LIVING, SENTIENT ENERGY--AS POWERFUL AS THOR, AS IMMUNE TO ROGUE'S MUTANT ABILITIES AS THE VISION. REALIZING HER DANGER, ROGUE DEALS WITH HIM IN A SIMILAR MANNER.
THAT'S THREE AH COULDN'T AFFECT--TWO MORE THAN MYSTIQUE AN' AH BARGAINED FOR. IF AH STAY, AH COULD PROBABLY KILL THEM ALL, BUT AH CAN'T AFFORD THE RISK.
WITH WHAT'S AT STAKE, MYSTIQUE WOULD SKIN ME ALIVE.
TA-TA, DAHLIN'S! AH HATE TO WIN AN' RUN, BUT AH HAVE A PRIOR ENGAGE-MENT. DON'T FRET, THOUGH--WE'LL DO THIS AGAIN SOME-TIME. REAL SOON.
I CAN HARDLY WAIT.
SAN FRANCISCO.
WHAT BRINGS YOU HERE, RED? AREN'T YOU BASED IN LOS ANGELES?
I'M INVESTIGATING THE ATTEMPTED MURDER OF CAROL DANVERS--BETTER KNOW TO YOU AVENGERS AS MS. MARVEL.

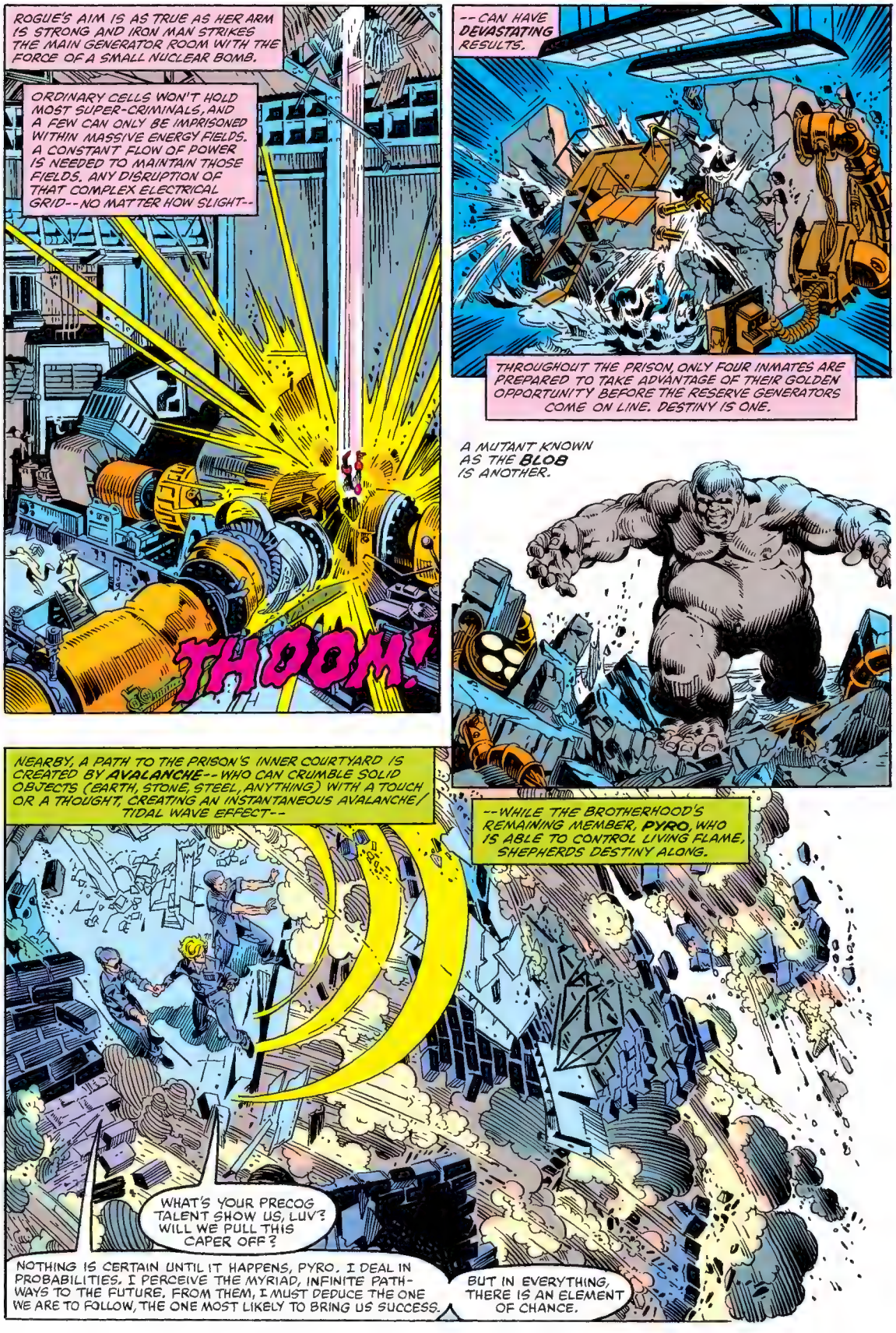

CHAPTER 3:
AVENGERS MANSION, THE MEETING ROOM, LATER THAT EVENING...
SIX MONTHS AGO, MS. MARVEL AND CAROL DANVERS VANISHED SIMULTANEOUSLY FROM NEW YORK. THREE MONTHS AGO, ACCORDING TO LT. MORREL, CAROL SURFACED IN SAN FRANCISCO--WHERE SHE LIVED PEACEFULLY, UNOBTRUSIVELY, UNTIL LAST NIGHT, WHEN I BELIEVE ROGUE TRIED TO KILL HER.
YOU SEEM TO FIND THIS ASTONISHING. WHY?
BECAUSE WE THOUGHT WE'D NEVER SEE CAROL AGAIN.
I'M ASSISTING THE SAN FRANCISCO POLICE DEPARTMENT. YOU CAN CONFIRM THAT WITH LT. SABRINA MORREL OF HOMICIDE.
SHE WAS ONLY AN AVENGER FOR A COMPARATIVELY SHORT TIME. I THINK I KNEW HER BEST. YET, IN RETROSPECT, I HARDLY KNEW HER AT ALL.
SHE WAS A STRONG, SELF-RELIANT, TAKE-CHARGE LADY. SOME PEOPLE FOUND THAT A BIT...DAUNTING. SHE WAS ALSO A VERY PRIVATE PERSON. BECAUSE OF THAT, SOME BELIEVED HER TO BE AN EMOTIONLESS ICE-MAIDEN. THEY WERE WRONG.
WE WERE WALKING ON A BEACH, SHE AND I, TALKING, WHEN WITHOUT WARNING, SHE COLLAPSED.
"IT WAS MORNING SICKNESS. LITERALLY OVERNIGHT, CAROL HAD BECOME THREE MONTHS PREGNANT.
"IN LESS THAN A HUNDRED HOURS, SHE CARRIED THE BABY TO FULL TERM AND GAVE BIRTH TO A SON.
"IN LESS THAN A DAY, THAT SON GREW TO MANHOOD. HIS NAME WAS *MARCUS*. HIS FATHER WAS *IMMORTUS*--A GOD-LIKE TIME TRAVELLER WHO HAS AIDED THE AVENGERS ON OCCASION. MARCUS HAD ORIGINALLY BEEN BORN--AND HAD LIVED HIS LIFE--IN IMMORTUS' DOMAIN, *LIMBO*...
"...BUT HE FOUND THE LONELINESS OF THAT PLACE UNBEARABLE. HE RESOLVED TO ESCAPE TO EARTH. TO DO THAT, HE TELEPORTED MS. MARVEL TO LIMBO, WOOED HER, WON HER TRUST AND LOVE, AND IMPLANTED HIS 'ESSENCE' WITHIN HER, CREATING A CONDITION THAT *RESEMBLED* PREGNANCY."

BUT MARCUS WAS STILL BOUND TO LIMBO. HIS VERY PRESENCE ON EARTH DISRUPTED THE LOCAL TIME STREAM. WE HAD CRAZIES POPPIN' OUT THE WAZOO--DINOSAURS, SPACE SHIPS, KNIGHTS IN ARMOR, THE WORKS! WHILE WE FOUGHT THEM...
...MARCUS WAS IN OUR LAB, BUILDING A MACHINE HE SAID WOULD SAVE THE DAY. NONE OF US TRUSTED HIM, BUT IT ALL HAPPENED SO FAST, THERE WAS NO TIME TO GET A HANDLE ON THINGS. TO ME, IT LOOKED LIKE MARCUS WAS THE BAD GUY, PLAYING US FOR SUCKERS.
SO, I DESTROYED HIS MACHINE. MY MISTAKE. WITHOUT THE MACHINE, HE COULDN'T STAY ON EARTH. HE HAD TO RETURN TO LIMBO, FOREVER.
"THEN, SURPRISINGLY, CAROL OFFERED TO JOIN HIM. HE'D BEEN IN LOVE WITH HER FROM THE START--THAT WAS PARTLY WHY HE'D COME TO EARTH, TO BE WITH HER. NOW, SHE'D FALLEN IN LOVE WITH HIM. THOR OPENED A DIMENSION PORTAL WITH HIS URU HAMMER AN' OFF THEY WENT...
"...HOPEFULLY TO LIVE HAPPILY EVER AFTER."*
*AS CHRONICLED IN AVENGERS #'S 197-200-- DAK.
I ASSUME, SINCE SHE WAS LIVING ALONE ON THE COAST, THAT THINGS DIDN'T WORK OUT. BUT WHY DIDN'T SHE TRY TO CONTACT YOU? SHE STILL POSSESSED THE POWERS OF MS. MARVEL--ELSE ROGUE COULDN'T HAVE STOLEN THEM--WHY DIDN'T SHE EVER USE THEM?
BEAST, HOW ARE YOUR PATIENTS?
I'VE RUN COMPARISON SCANS WITH THE DATA YOU SUPPLIED ON CAROL, SPIDER-WOMAN. WE'RE LUCKY. THE EFFECT ON CAP AND THOR SEEMS TO BE TEMPORARY, THOUGH I'VE NO IDEA HOW LONG IT WILL LAST.
WITCH, ANY WORD FROM IRON MAN?
NOTHING SINCE WE FIRST PHONED HIM. I'M AFRAID WE'LL HAVE TO ASSUME THE WORST.

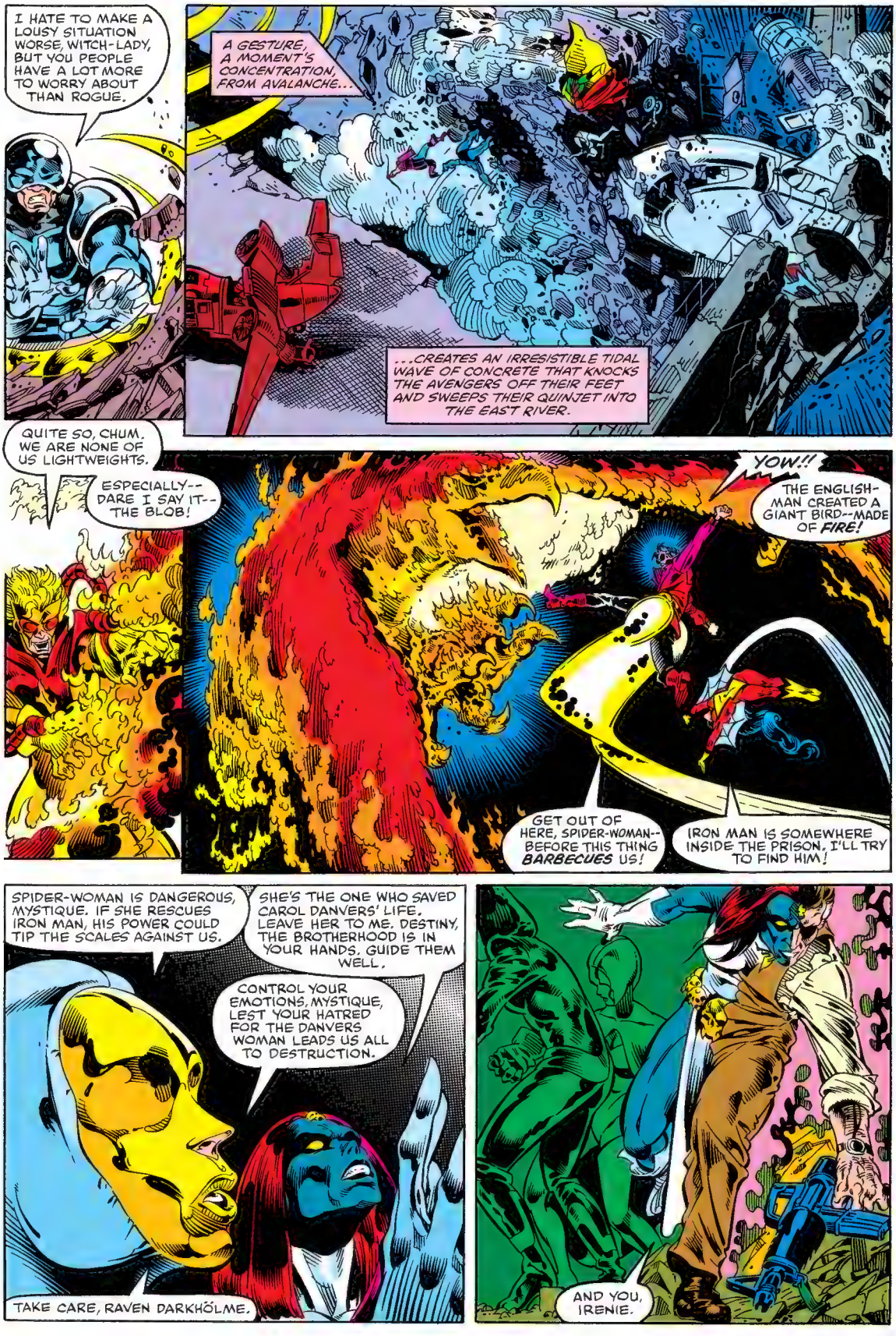

OUR FOE CERTAINLY KNOWS HER BUSINESS. HER FIRST STRIKES NEUTRALIZED YOUR STRONGEST, MOST EXPERIENCED MEMBERS. EVEN IF WE FIND ROGUE, DEFEATING HER WON'T BE EASY.
ONE STEP AT A TIME, MY DARLING DARK ANGEL.
IN A WAY, IT'S FORTUNATE THAT MS. MARVEL WAS ONE OF THOSE ATTACKED. HER HYBRID KREE/HUMAN METABOLISM BROADCASTS A UNIQUE ENERGY AURA. WHEN ROGUE ABSORBED HER POWERS, SHE TOOK THAT AURA AS WELL.
OUR SCANNERS SHOULD HAVE NO TROUBLE LOCATING HER--VOILA!
LAGU AIR
BRONX
QUEENS
LONG ISLAND CITY
MANHATTAN
SHE IS CROSSING RANDALL'S ISLAND, MOVING ALMOST DUE EAST. WHERE COULD SHE BE HEADING?
I BELIEVE I KNOW, JOCASTA. AND IF I'M RIGHT, OUR TROUBLES MAY HAVE ONLY JUST BEGUN.

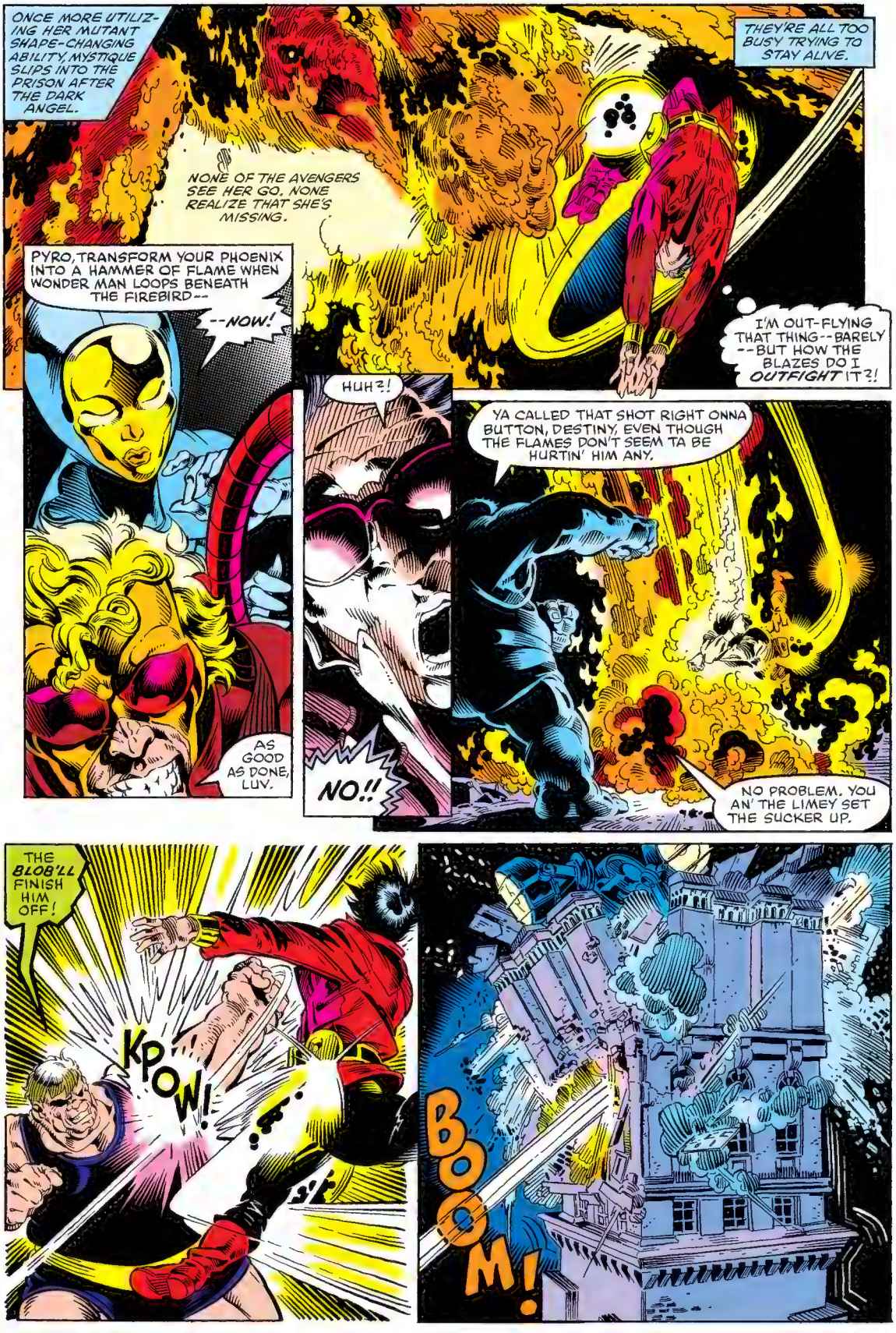

CHAPTER 4:
RYKER'S ISLAND, MIDNIGHT...
ORIGINALLY, THIS WAS A CITY JAIL, BUT TO RAISE MONEY DURING NEW YORK'S ONGOING FISCAL CRISIS, A SECTION OF THE PRISON WAS LEASED TO THE FEDERAL GOVERNMENT, TO BE USED FOR THE INCARCERATION OF SO-CALLED "SUPER-CRIMINALS."


AMONG THE INMATES ARE MEMBERS OF THE BROTHERHOOD OF EVIL MUTANTS. ONE OF THEM IS DESTINY--A BLIND WOMAN WITH THE PSYCHIC ABILITY...
...TO "SEE" THE FUTURE,
BE READY, MY FRIENDS. OUR DELIVERANCE IS AT HAND.
BOMBS AWAY, SUGAR! HAPPY LANDINGS!
THIS IS INFURIATING! AND EMBARRASING! SO LONG AS MYSTIQUE'S INHIBITOR IS ATTACHED TO MY ARMOR...
...I'M HELPLESS!


ROGUE'S AIM IS AS TRUE AS HER ARM IS STRONG AND IRON MAN STRIKES THE MAIN GENERATOR ROOM WITH THE FORCE OF A SMALL NUCLEAR BOMB.
ORDINARY CELLS WON'T HOLD MOST SUPER-CRIMINALS, AND A FEW CAN ONLY BE IMPRISONED WITHIN MASSIVE ENERGY FIELDS. A CONSTANT FLOW OF POWER IS NEEDED TO MAINTAIN THOSE FIELDS. ANY DISRUPTION OF THAT COMPLEX ELECTRICAL GRID--NO MATTER HOW SLIGHT--
THOOM!
--CAN HAVE DEVASTATING RESULTS.
THROUGHOUT THE PRISON, ONLY FOUR INMATES ARE PREPARED TO TAKE ADVANTAGE OF THEIR GOLDEN OPPORTUNITY BEFORE THE RESERVE GENERATORS COME ON LINE. DESTINY IS ONE.
A MUTANT KNOWN AS THE BLOB IS ANOTHER.
NEARBY, A PATH TO THE PRISON'S INNER COURTYARD IS CREATED BY AVALANCHE--WHO CAN CRUMBLE SOLID OBJECTS (EARTH, STONE, STEEL, ANYTHING) WITH A TOUCH OR A THOUGHT, CREATING AN INSTANTANEOUS AVALANCHE/TIDAL WAVE EFFECT--
--WHILE THE BROTHERHOOD'S REMAINING MEMBER, PYRO, WHO IS ABLE TO CONTROL LIVING FLAME, SHEPHERDS DESTINY ALONG.
WHAT'S YOUR PRECOG TALENT SHOW US, LUV? WILL WE PULL THIS CAPER OFF?
NOTHING IS CERTAIN UNTIL IT HAPPENS, PYRO. I DEAL IN PROBABILITIES. I PERCEIVE THE MYRIAD, INFINITE PATHWAYS TO THE FUTURE. FROM THEM, I MUST DEDUCE THE ONE WE ARE TO FOLLOW, THE ONE MOST LIKELY TO BRING US SUCCESS.
BUT IN EVERYTHING, THERE IS AN ELEMENT OF CHANCE.

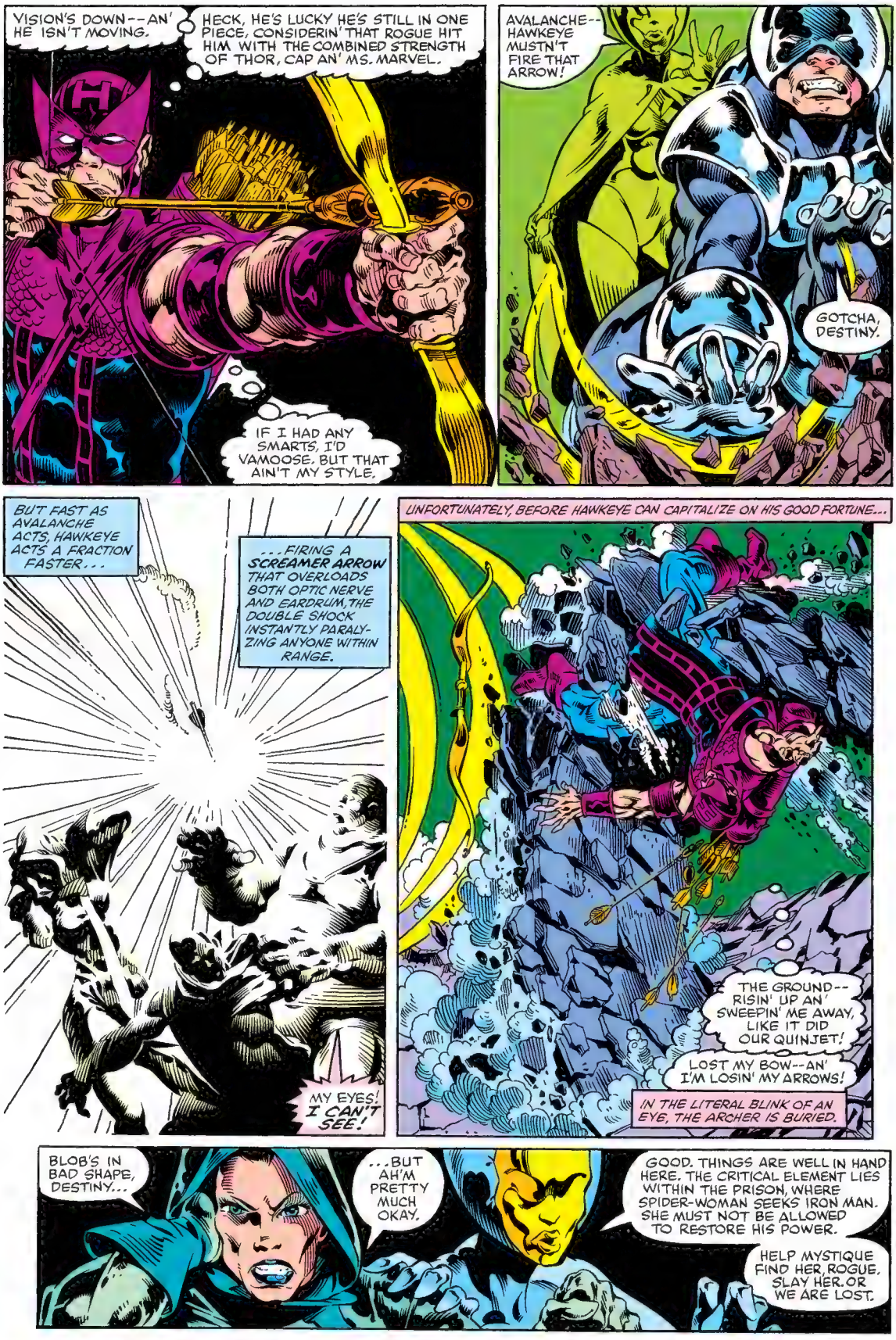
IN THE COURTYARD, THE FOUR ESCAPEES RENDEZVOUS WITH MYSTIQUE AND ROGUE, AND QUICKLY DON THEIR COSTUMES.
I GOTTA HAND IT TO YA, MISTY. YOU SAID YOU'D BUST US OUTTA STIR, AN' YOU DID IT!
IF THAT COMPLIMENT DOESN'T MAKE MYSTIQUE'S DAY, BLOB, I DON'T KNOW WHAT WILL.
A VALIANT TRY, AVALANCHE, BUT I FEAR SUCH IRONY IS LOST ON OUR CORPULENT COMRADE.
DESTINY! OH, MY BELOVED FRIEND, IT IS SO GOOD TO SEE YOU.
IT GLADDENS MY HEART TO HEAR YOUR VOICE ALSO, RAVEN. BUT WE MUST BE GONE FROM HERE, QUICKLY!
TOO LATE, GROUP!
IT LOOKS LIKE MY REMATCH WITH THE AVENGERS IS COMIN' A WHOLE LOT SOONER THAN I FIGURED ON.
"AVENGERS ASSEMBLE!!!"
YOU WERE RIGHT, SPIDER-WOMAN. THIS IS A PRISON BREAK!
WHO ARE THESE BOZOS, ANYWAY?!
BE CAREFUL, ALL OF YOU! REMEMBER THAT ROGUE POSSESSES THE ABILITIES OF SOME OF OUR STRONGEST AND MOST EXPERIENCED MEMBERS!
A NEW INCARNATION OF THE BROTHERHOOD OF EVIL MUTANTS, HAWKEYE, LAST NOVEMBER, IN WASHINGTON DC, ALL SAVE MYSTIQUE WERE CAPTURED BY THE MUTANT X-MEN WHEN THEY ATTEMPTED THE ASSASSINATION OF SENATOR ROBERT KELLY.*
*AS CHRONICLED IN THE NOW LEGENDARY X-MEN #'S 141 & 142--DAK.

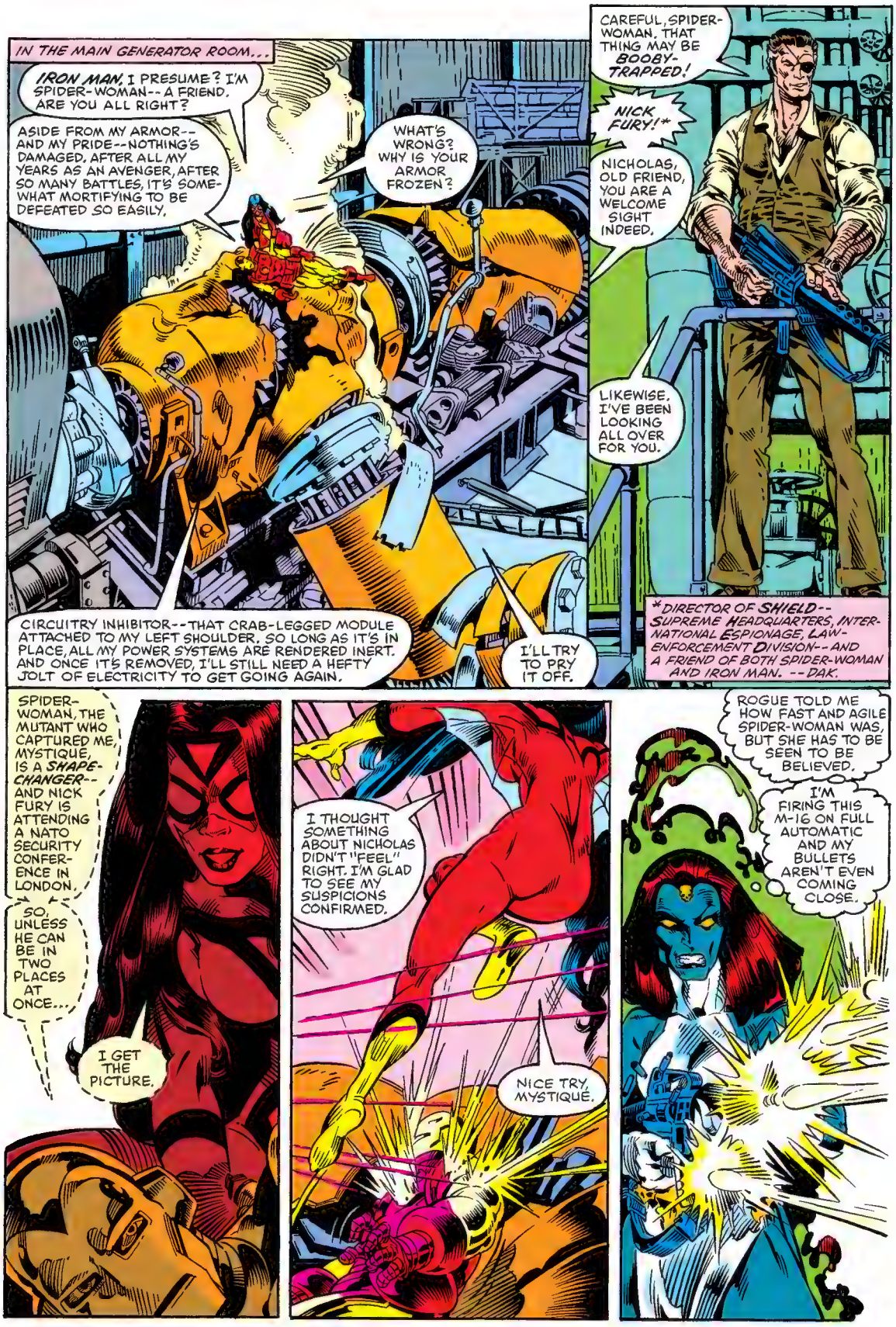

I HATE TO MAKE A LOUSY SITUATION WORSE, WITCH-LADY, BUT YOU PEOPLE HAVE A LOT MORE TO WORRY ABOUT THAN ROGUE.
A GESTURE, A MOMENT'S CONCENTRATION, FROM AVALANCHE...
...CREATES AN IRRESISTIBLE TIDAL WAVE OF CONCRETE THAT KNOCKS THE AVENGERS OFF THEIR FEET AND SWEEPS THEIR QUINJET INTO THE EAST RIVER.
QUITE SO, CHUM. WE ARE NONE OF US LIGHTWEIGHTS.
ESPECIALLY--DARE I SAY IT--THE BLOB!
YOW!!
THE ENGLISH-MAN CREATED A GIANT BIRD--MADE OF FIRE!
GET OUT OF HERE, SPIDER-WOMAN--BEFORE THIS THING BARBECUES US!
IRON MAN IS SOMEWHERE INSIDE THE PRISON. I'LL TRY TO FIND HIM!
SPIDER-WOMAN IS DANGEROUS, MYSTIQUE. IF SHE RESCUES IRON MAN, HIS POWER COULD TIP THE SCALES AGAINST US.
SHE'S THE ONE WHO SAVED CAROL DANVERS' LIFE. LEAVE HER TO ME. DESTINY, THE BROTHERHOOD IS IN YOUR HANDS. GUIDE THEM WELL.
CONTROL YOUR EMOTIONS, MYSTIQUE, LEST YOUR HATRED FOR THE DANVERS WOMAN LEADS US ALL TO DESTRUCTION.
TAKE CARE, RAVEN DARKHÖLME.
AND YOU, IRENIE.


ONCE MORE UTILIZING HER MUTANT SHAPE-CHANGING ABILITY, MYSTIQUE SLIPS INTO THE PRISON AFTER THE DARK ANGEL.
NONE OF THE AVENGERS SEE HER GO. NONE REALIZE THAT SHE'S MISSING.
THEY'RE ALL TOO BUSY TRYING TO STAY ALIVE.
I'M OUT-FLYING THAT THING--BARELY--BUT HOW THE BLAZES DO I OUTFIGHT IT?!
PYRO, TRANSFORM YOUR PHOENIX INTO A HAMMER OF FLAME WHEN WONDER MAN LOOPS BENEATH THE FIREBIRD--
--NOW!
AS GOOD AS DONE, LUV.
HUH?!
NO!!
YA CALLED THAT SHOT RIGHT ONNA BUTTON, DESTINY, EVEN THOUGH THE FLAMES DON'T SEEM TA BE HURTIN' HIM ANY.
NO PROBLEM. YOU AN' THE LIMEY SET THE SUCKER UP.
THE BLOB'LL FINISH HIM OFF!
KPOW!
BOOM!

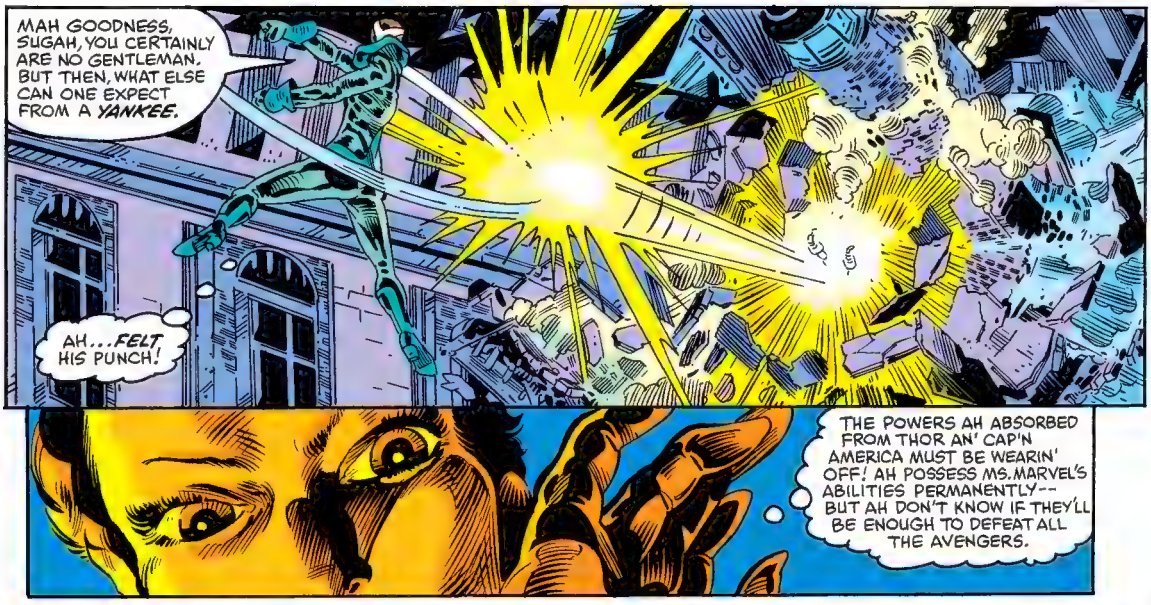
THAT GUARD TOWER ONLY MARGINALLY IMPEDED WONDER MAN'S PROGRESS. HIS TRAJECTORY INDICATES THAT HE WILL LAND SOMEWHERE IN THE WEST BRONX. I FEAR IT WILL BE SOME TIME BEFORE HE REJOINS US.
AND THE SCARLET WITCH--?!
'M ALL RIGHT, JOCASTA. I... JUS' NEED...TO CLEAR MY HEAD...
WONDY'S OUT, THE WITCH IS PRETTY WOOZY. MAN, THESE CREEPS ARE MURDERIN' US, AN' THEY HAVEN'T EVEN UNLIMBERED THEIR BIG GUN--ROGUE--YET.
TAKE HEART, HAWK--THE BIGGER THE CHALLENGE, THE BETTER I LIKE IT. AND THIS CHALLENGE IS A DOOZY!
KAWA-BONGA, SWEETUMS! THE AVENGERS HAVE ONLY JUST BEGUN TO FIGHT!
PYRO, HAWKEYE WILL FIRE A SMOKE ARROW, TO MASK THE BEAST'S MOVEMENTS WHILE HE ATTACKS THE BLOB.
SO WHAT? NO WAY IS HE GONNA HURT ME.
THE SMOKE IS DISPERSED, DESTINY. WHAT HAPPENS NEXT?
♪OH, HE FLIES THROUGH♫ THE AIR...
IN POINT OF FACT, TUBBO--
...WITH THE ♪♫ GREATEST OF EASE
--WHO SAID I WAS GOING TO HURT YOU?!
♪...THE DARING♫ YOUNG BEAST...
I'M MERELY ATTACKING YOU EN ROUTE TO MY TRUE TARGET: PYRO!
...SANS THE FLYING TRAPEZE. ♫♪♪
TSK, TSK, DESTINY! I DO BELIEVE YOU'VE MADE AN ERROR!

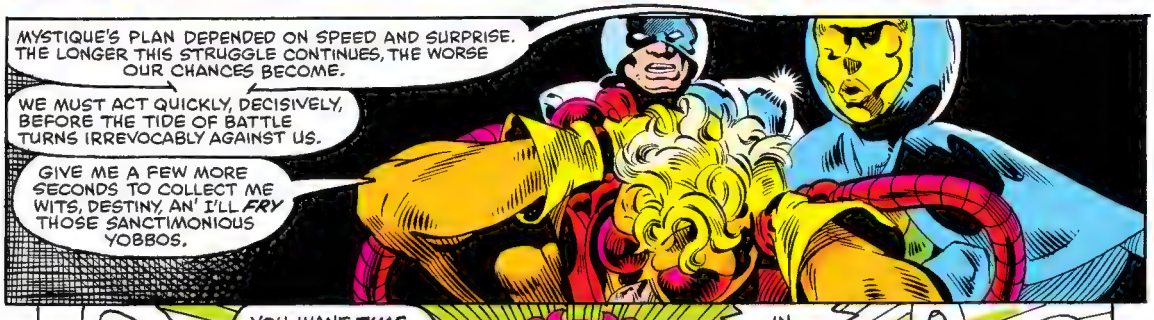
TA-DAA! AND FOR MY ENCORE...
BEAST, DO YOU PLAY CHESS?
NATURELLEMENT, MAM'SELLE DESTINY. WHAT ABOUT IT?
THEN YOU KNOW THE STRATAGEM OF SACRIFICING A LESSER PIECE TO TAKE A MAJOR PIECE OF ONE'S FOE.
HUH?!?
I KNEW PRECISELY WHAT YOU WOULD DO, AND PRECISELY WHERE YOU WOULD LAND.
TRUE, PYRO HAS A HEADACHE, BUT HIS WILL BE NOTHING...
...COMPARED TO YOURS.
OOPS!
SHOOT, BABE. I WANTED TO WASTE THAT EX-X-MAN MYSELF! HEY--!!
THE VISION--RISIN' OUTTA THE GROUND LIKE A GHOST!
THE SYNTHOZOID AVENGER STRIKES WITH INHUMAN, IRRESISTIBLE SPEED, ATTEMPTING THE SAME MANEUVER AGAINST THE BLOB THAT HE TRIED HOURS EARLIER AGAINST ROGUE.
AHHRRR!!
YA SCUMMY MACHINE! YER HURTIN' ME--BUT THAT'S ALL!
INCREDIBLE! I HAVE INCREASED MY DENSITY TO NEAR-NORMAL--THE STRAIN WITHIN THE BLOB MUST BE UNENDURABLE--YET HE STILL STANDS.
THAT'S MORE'N CAN BE SAID FOR YOU, VISION-HONEY.
÷UNNNGNH!÷

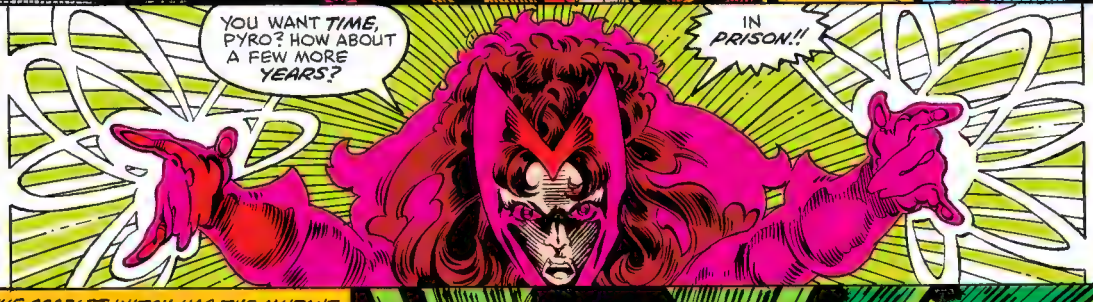

VISION'S DOWN--AN' HE ISN'T MOVING.
HECK, HE'S LUCKY HE'S STILL IN ONE PIECE, CONSIDERIN' THAT ROGUE HIT HIM WITH THE COMBINED STRENGTH OF THOR, CAP AN' MS. MARVEL.
IF I HAD ANY SMARTS, I'D VAMOOSE. BUT THAT AIN'T MY STYLE.
AVALANCHE--HAWKEYE MUSTN'T FIRE THAT ARROW!
GOTCHA, DESTINY.
BUT FAST AS AVALANCHE ACTS, HAWKEYE ACTS A FRACTION FASTER...
...FIRING A SCREAMER ARROW THAT OVERLOADS BOTH OPTIC NERVE AND EARDRUM, THE DOUBLE SHOCK INSTANTLY PARALYZING ANYONE WITHIN RANGE.
MY EYES! I CAN'T SEE!
UNFORTUNATELY, BEFORE HAWKEYE CAN CAPITALIZE ON HIS GOOD FORTUNE...
THE GROUND--RISIN' UP AN' SWEEPIN' ME AWAY, LIKE IT DID OUR QUINJET!
LOST MY BOW--AN' I'M LOSIN' MY ARROWS!
IN THE LITERAL BLINK OF AN EYE, THE ARCHER IS BURIED.
BLOB'S IN BAD SHAPE, DESTINY...
...BUT AH'M PRETTY MUCH OKAY.
GOOD. THINGS ARE WELL IN HAND HERE. THE CRITICAL ELEMENT LIES WITHIN THE PRISON, WHERE SPIDER-WOMAN SEEKS IRON MAN. SHE MUST NOT BE ALLOWED TO RESTORE HIS POWER.
HELP MYSTIQUE FIND HER, ROGUE. SLAY HER. OR WE ARE LOST.

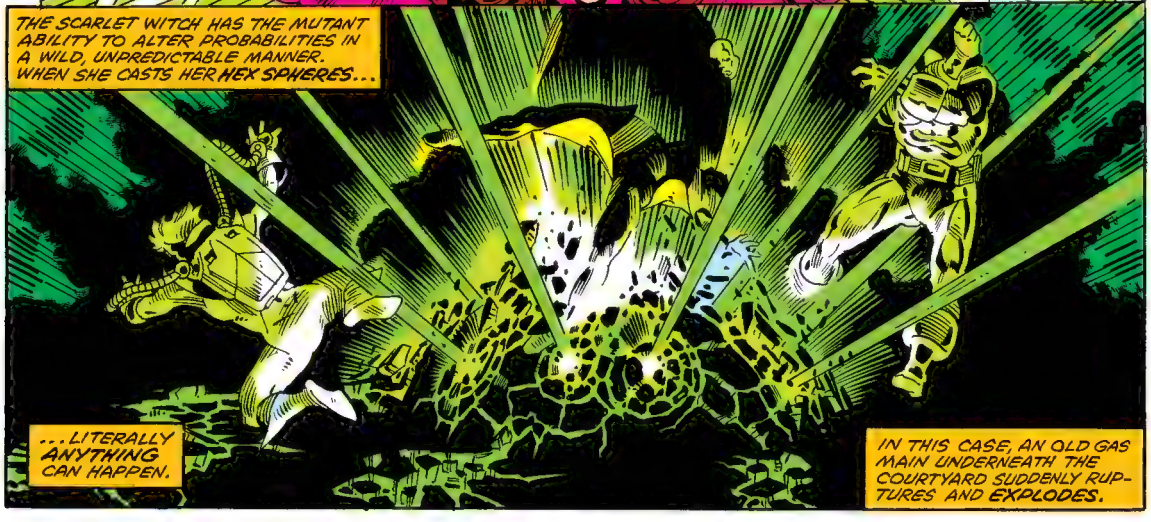

IN THE MAIN GENERATOR ROOM...
IRON MAN, I PRESUME? I'M SPIDER-WOMAN--A FRIEND. ARE YOU ALL RIGHT?
ASIDE FROM MY ARMOR--AND MY PRIDE--NOTHING'S DAMAGED. AFTER ALL MY YEARS AS AN AVENGER, AFTER SO MANY BATTLES, IT'S SOMEWHAT MORTIFYING TO BE DEFEATED SO EASILY.
WHAT'S WRONG? WHY IS YOUR ARMOR FROZEN?
CIRCUITRY INHIBITOR--THAT CRAB-LEGGED MODULE ATTACHED TO MY LEFT SHOULDER. SO LONG AS IT'S IN PLACE, ALL MY POWER SYSTEMS ARE RENDERED INERT. AND ONCE IT'S REMOVED, I'LL STILL NEED A HEFTY JOLT OF ELECTRICITY TO GET GOING AGAIN.
I'LL TRY TO PRY IT OFF.
CAREFUL, SPIDER-WOMAN. THAT THING MAY BE BOOBY-TRAPPED!
NICK FURY!*
NICHOLAS, OLD FRIEND, YOU ARE A WELCOME SIGHT INDEED.
LIKEWISE. I'VE BEEN LOOKING ALL OVER FOR YOU.
*DIRECTOR OF SHIELD--SUPREME HEADQUARTERS, INTERNATIONAL ESPIONAGE, LAW-ENFORCEMENT DIVISION--AND A FRIEND OF BOTH SPIDER-WOMAN AND IRON MAN. --DAK.
SPIDER-WOMAN, THE MUTANT WHO CAPTURED ME, MYSTIQUE, IS A SHAPE-CHANGER--AND NICK FURY IS ATTENDING A NATO SECURITY CONFERENCE IN LONDON.
SO, UNLESS HE CAN BE IN TWO PLACES AT ONCE...
I GET THE PICTURE.
I THOUGHT SOMETHING ABOUT NICHOLAS DIDN'T "FEEL" RIGHT. I'M GLAD TO SEE MY SUSPICIONS CONFIRMED.
NICE TRY, MYSTIQUE.
ROGUE TOLD ME HOW FAST AND AGILE SPIDER-WOMAN WAS, BUT SHE HAS TO BE SEEN TO BE BELIEVED.
I'M FIRING THIS M-16 ON FULL AUTOMATIC AND MY BULLETS AREN'T EVEN COMING CLOSE.

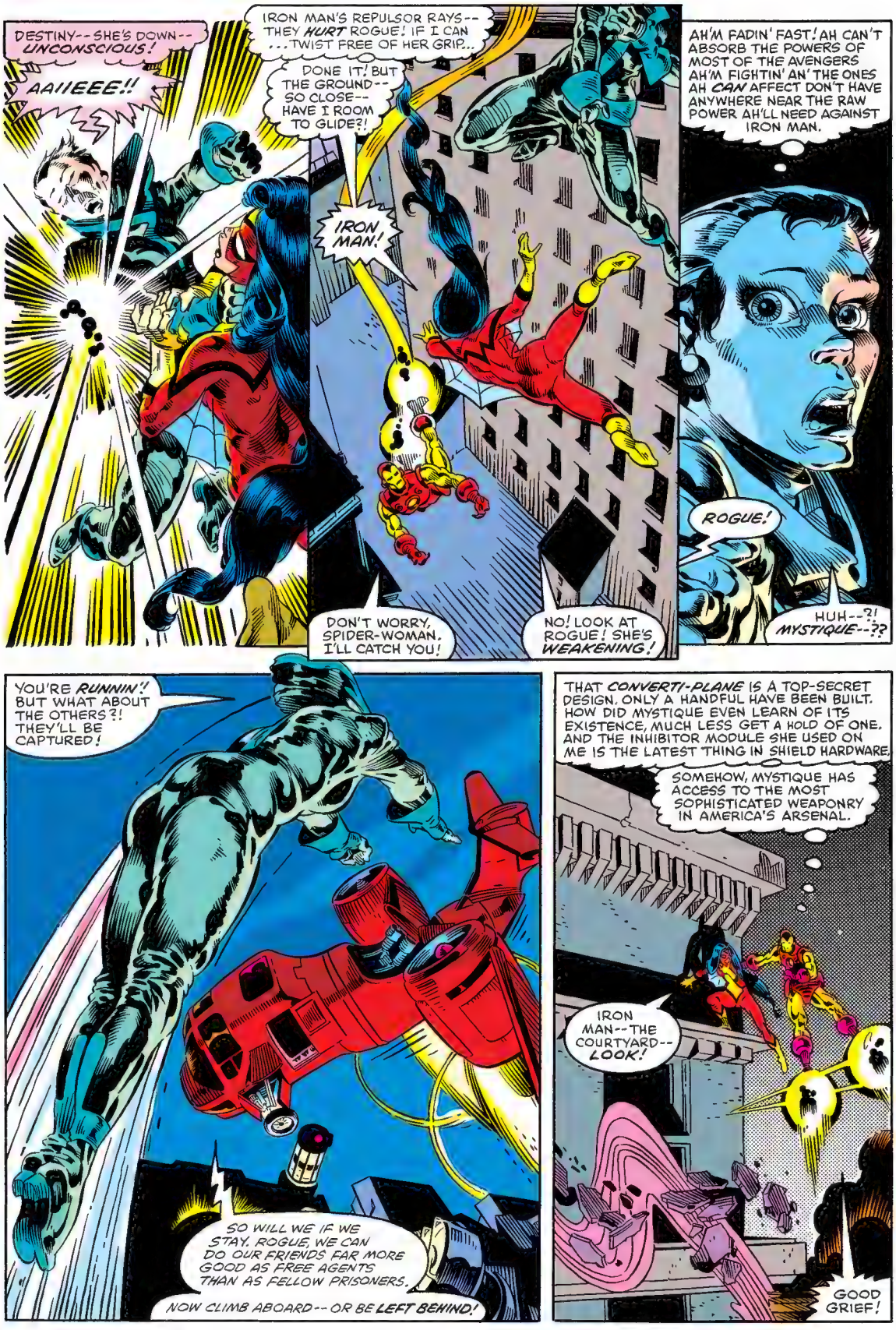
IS THAT MYSTIQUE'S TRUE APPEARANCE? HER FEATURES RESEMBLE NIGHTCRAWLER'S--COULD THERE BE A CONNECTION?!
SHE'S OUT OF AMMUNITION. A VENOM BLAST SHOULD END OUR DUEL LONG BEFORE SHE CAN RELOAD.
NOTHING?!?
INCREDIBLE! I FIRED AT CLOSE RANGE. SHE HAD NO EFFECTIVE COVER AT HAND. YET, SOMEHOW, I...MISSED.
I CAN'T TAKE TIME TO SEARCH FOR HER WHILE IRON MAN IS SO VULNERABLE. I MUST DO WHAT I CAN TO HELP HIM.
SOMEONE RUNNIN' FROM THE GENERATOR BUILDIN'--IT'S MYSTIQUE! SHE WOULDN'T BE HUSTLIN' LIKE THAT IF HER MISSION WAS SUCCESSFUL.
AH THINK AH ARRIVED TO BACK HER UP IN THE PROVERBIAL NICK OF...
SHEEM!
IRON MAN, WAIT! ROGUE POSSESSES THE COMBINED POWERS...
I KNOW THE LADY'S CAPABILITES, SPIDER-WOMAN, AND HOW SHE ACQUIRED THEM. WHILE I WAS THE BROTHERHOOD'S PRISONER, SHE TOLD ME EVERYTHING, IN GRAPHIC DETAIL.
BUT YOU REMOVED THE INHIBITOR MODULE, AND YOUR BIO-ELECTRIC VENOM BLASTS HAVE RE-CHARGED MY ENERGY CELLS. MY ARMOR IS OPERATING AT FULL POWER...
...BY HEAVEN, I MEAN TO USE IT!!


MAH GOODNESS, SUGAH, YOU CERTAINLY ARE NO GENTLEMAN. BUT THEN, WHAT ELSE CAN ONE EXPECT FROM A YANK'EE.
AH...FELT HIS PUNCH!
THE POWERS AH ABSORBED FROM THOR AN' CAP'N AMERICA MUST BE WEARIN' OFF! AH POSSESS MS. MARVEL'S ABILITIES PERMANENTLY-- BUT AH DON'T KNOW IF THEY'LL BE ENOUGH TO DEFEAT ALL THE AVENGERS.

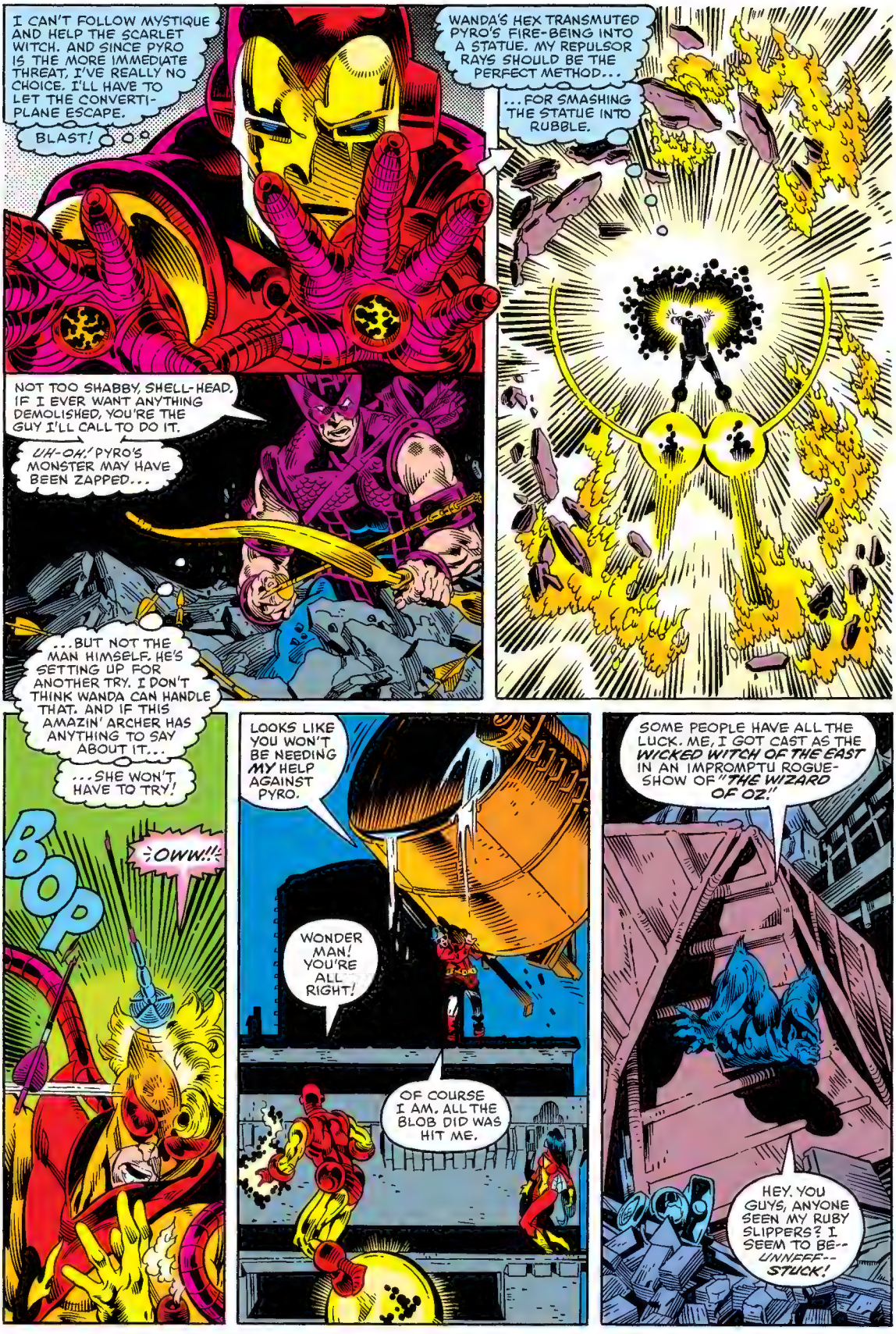

MYSTIQUE'S PLAN DEPENDED ON SPEED AND SURPRISE. THE LONGER THIS STRUGGLE CONTINUES, THE WORSE OUR CHANCES BECOME.
WE MUST ACT QUICKLY, DECISIVELY, BEFORE THE TIDE OF BATTLE TURNS IRREVOCABLY AGAINST US.
GIVE ME A FEW MORE SECONDS TO COLLECT ME WITS, DESTINY, AN' I'LL FRY THOSE SANCTIMONIOUS YOBBOS.


YOU WANT TIME, PYRO? HOW ABOUT A FEW MORE YEARS?
IN PRISON!!

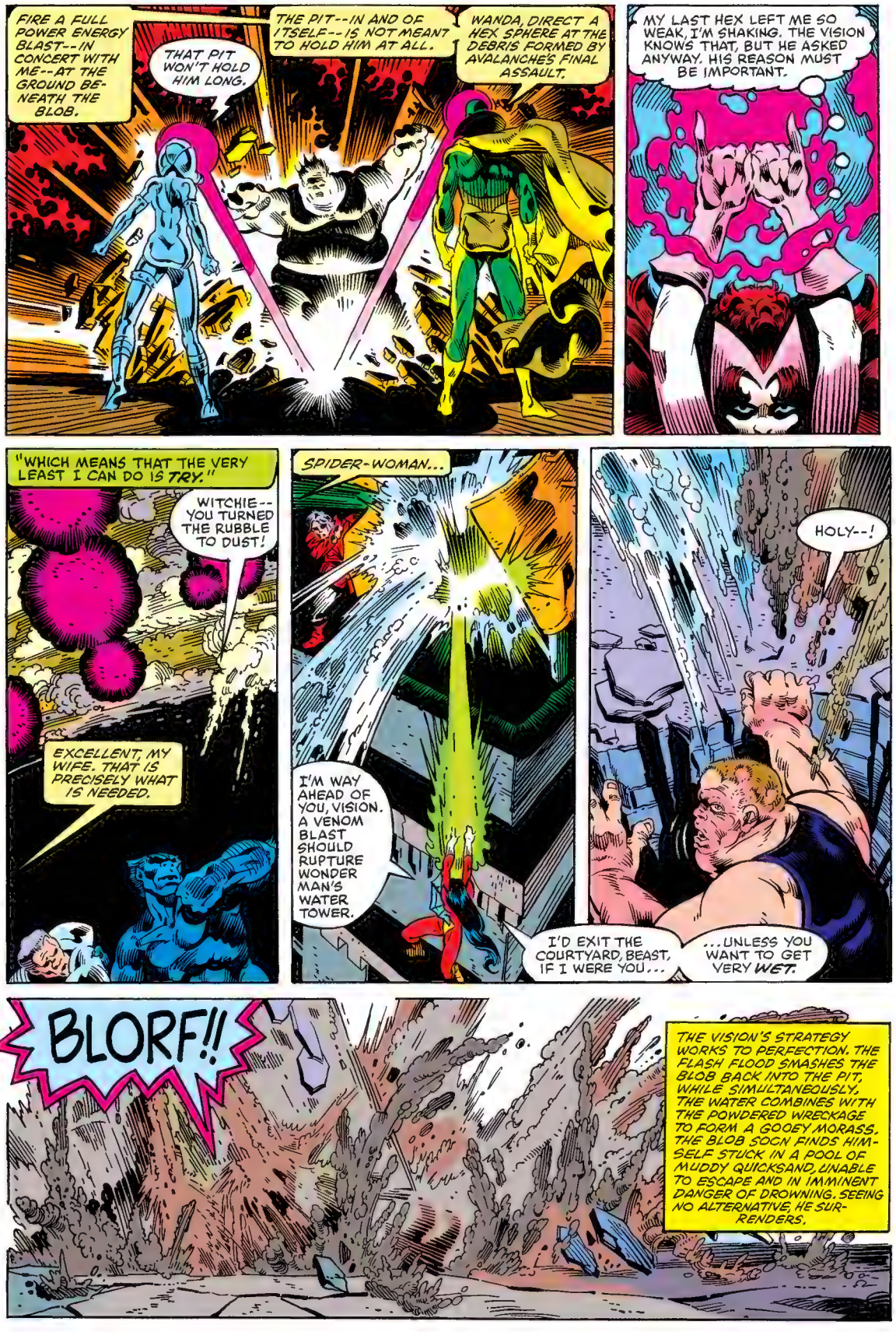

THE SCARLET WITCH HAS THE MUTANT ABILITY TO ALTER PROBABILITIES IN A WILD, UNPREDICTABLE MANNER. WHEN SHE CASTS HER HEX SPHERES...
...LITERALLY ANYTHING CAN HAPPEN.
IN THIS CASE, AN OLD GAS MAIN UNDERNEATH THE COURTYARD SUDDENLY RUPTURES AND EXPLODES.

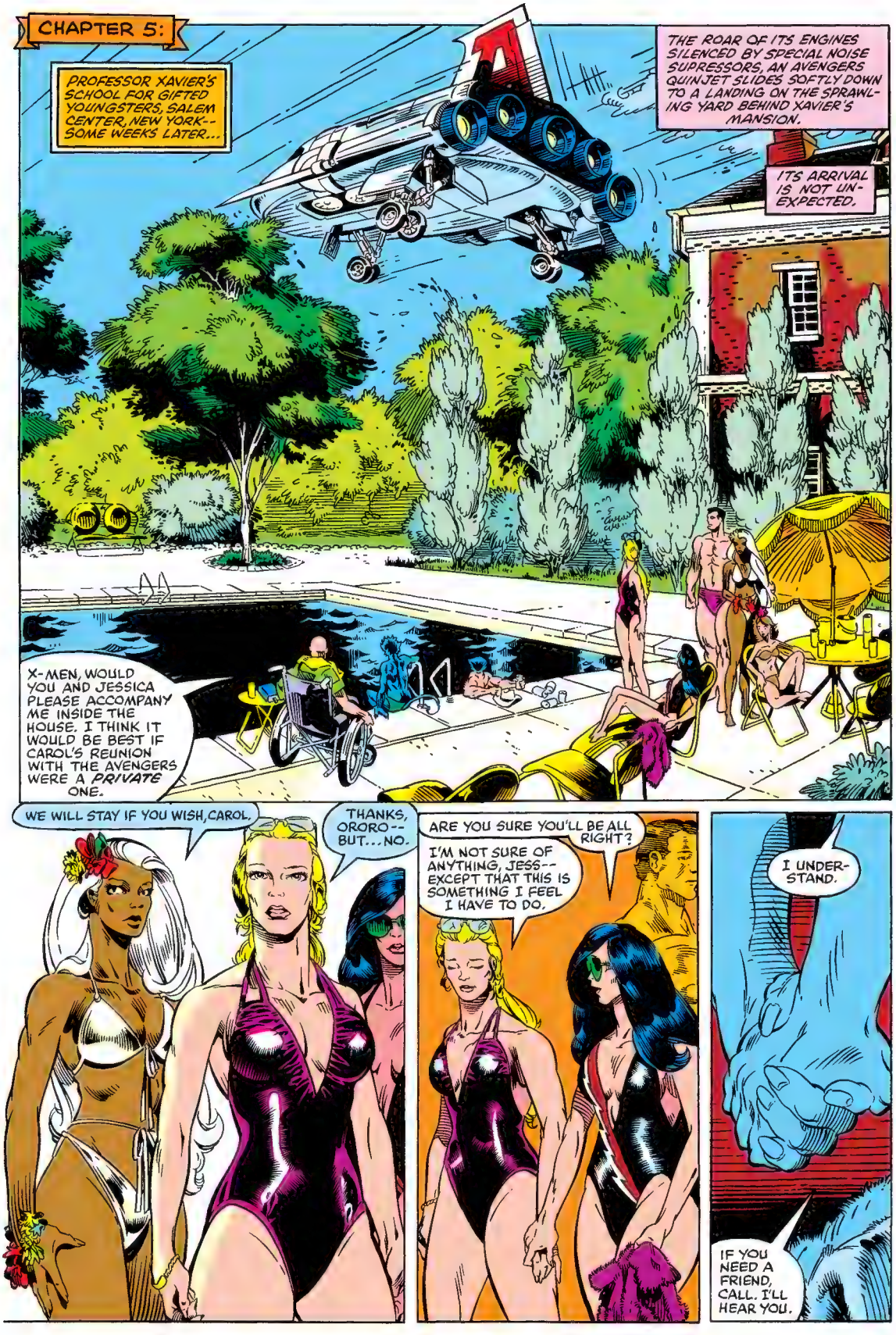

DESTINY--SHE'S DOWN--UNCONSCIOUS!
AAIIEEE!!
IRON MAN'S REPULSOR RAYS--THEY HURT ROGUE! IF I CAN ...TWIST FREE OF HER GRIP...
DONE IT! BUT THE GROUND--SO CLOSE--HAVE I ROOM TO GLIDE?!
IRON MAN!
DON'T WORRY, SPIDER-WOMAN. I'LL CATCH YOU!
NO! LOOK AT ROGUE! SHE'S WEAKENING!
AH'M FADIN' FAST! AH CAN'T ABSORB THE POWERS OF MOST OF THE AVENGERS AH'M FIGHTIN' AN' THE ONES AH CAN AFFECT DON'T HAVE ANYWHERE NEAR THE RAW POWER AH'LL NEED AGAINST IRON MAN.
ROGUE!
HUH--?! MYSTIQUE--??
YOU'RE RUNNIN'! BUT WHAT ABOUT THE OTHERS?! THEY'LL BE CAPTURED!
SO WILL WE IF WE STAY, ROGUE, WE CAN DO OUR FRIENDS FAR MORE GOOD AS FREE AGENTS THAN AS FELLOW PRISONERS.
NOW CLIMB ABOARD--OR BE LEFT BEHIND!
THAT CONVERTI-PLANE IS A TOP-SECRET DESIGN. ONLY A HANDFUL HAVE BEEN BUILT. HOW DID MYSTIQUE EVEN LEARN OF ITS EXISTENCE, MUCH LESS GET A HOLD OF ONE. AND THE INHIBITOR MODULE SHE USED ON ME IS THE LATEST THING IN SHIELD HARDWARE.
SOMEHOW, MYSTIQUE HAS ACCESS TO THE MOST SOPHISTICATED WEAPONRY IN AMERICA'S ARSENAL.
IRON MAN--THE COURTYARD--LOOK!
GOOD GRIEF!

AS THE MAIN EXPLODED, PYRO SEIZED CONTROL OF THE BURNING GAS, MOLDING THE FLAMES INTO A GIANT CREATURE OF LIVING FIRE. HIS INTENTIONS WERE BRUTALLY SIMPLE: TO TURN HIS MONSTER LOOSE AGAINST THE AVENGERS AND INCINERATE THEM.
SEEING THE DANGER, THE SCARLET WITCH CAST A SECOND HEX, AND A THIRD, AND A FOURTH-- POURING HER HEART AND SOUL INTO EACH ONE WITHOUT BEING COMPLETELY CERTAIN OF WHAT WILL HAPPEN AS A RESULT.
UNDER HER DESPERATE ONSLAUGHT, REALITY TWISTED, SHATTERED, REFORMED. BEFORE PYRO'S DISBELIEVING EYES, THE VERY SUBSTANCE OF HIS CONSTRUCT CHANGED FROM LIVING FLAME TO UNLIVING STONE.

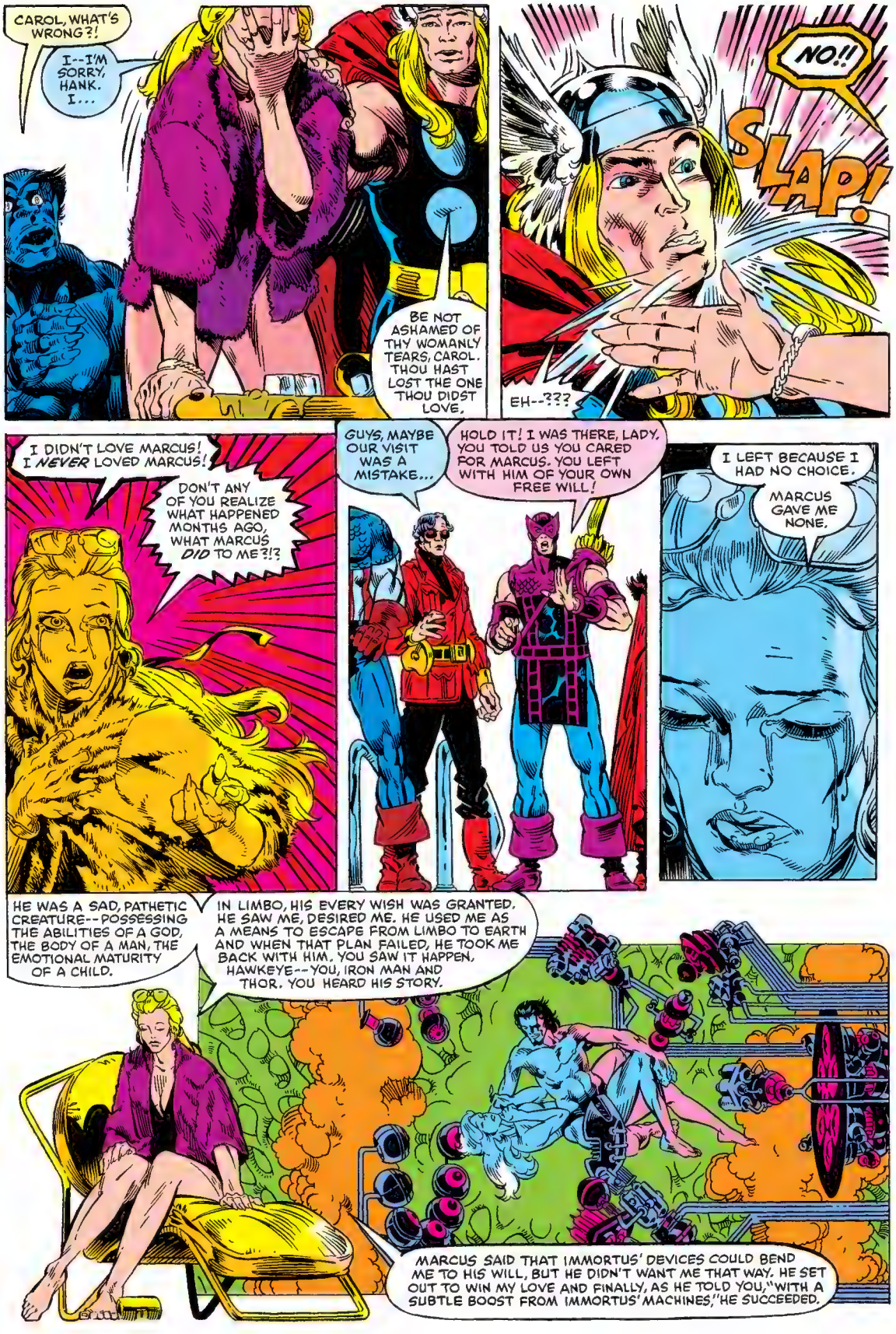

I CAN'T FOLLOW MYSTIQUE AND HELP THE SCARLET WITCH. AND SINCE PYRO IS THE MORE IMMEDIATE THREAT, I'VE REALLY NO CHOICE. I'LL HAVE TO LET THE CONVERTI-PLANE ESCAPE.
BLAST!
WANDA'S HEX TRANSMUTED PYRO'S FIRE-BEING INTO A STATUE. MY REPULSOR RAYS SHOULD BE THE PERFECT METHOD...
...FOR SMASHING THE STATUE INTO RUBBLE.
NOT TOO SHABBY, SHELL-HEAD. IF I EVER WANT ANYTHING DEMOLISHED, YOU'RE THE GUY I'LL CALL TO DO IT.
UH-OH! PYRO'S MONSTER MAY HAVE BEEN ZAPPED...
...BUT NOT THE MAN HIMSELF. HE'S SETTING UP FOR ANOTHER TRY. I DON'T THINK WANDA CAN HANDLE THAT. AND IF THIS AMAZIN' ARCHER HAS ANYTHING TO SAY ABOUT IT...
...SHE WON'T HAVE TO TRY!
BOP
OWW!!
LOOKS LIKE YOU WON'T BE NEEDING MY HELP AGAINST PYRO.
WONDER MAN! YOU'RE ALL RIGHT!
OF COURSE I AM. ALL THE BLOB DID WAS HIT ME.
SOME PEOPLE HAVE ALL THE LUCK. ME, I GOT CAST AS THE WICKED WITCH OF THE EAST IN AN IMPROMPTU ROGUE-SHOW OF "THE WIZARD OF OZ."
HEY. YOU GUYS, ANYONE SEEN MY RUBY SLIPPERS? I SEEM TO BE-- UNNEFF-- STUCK!

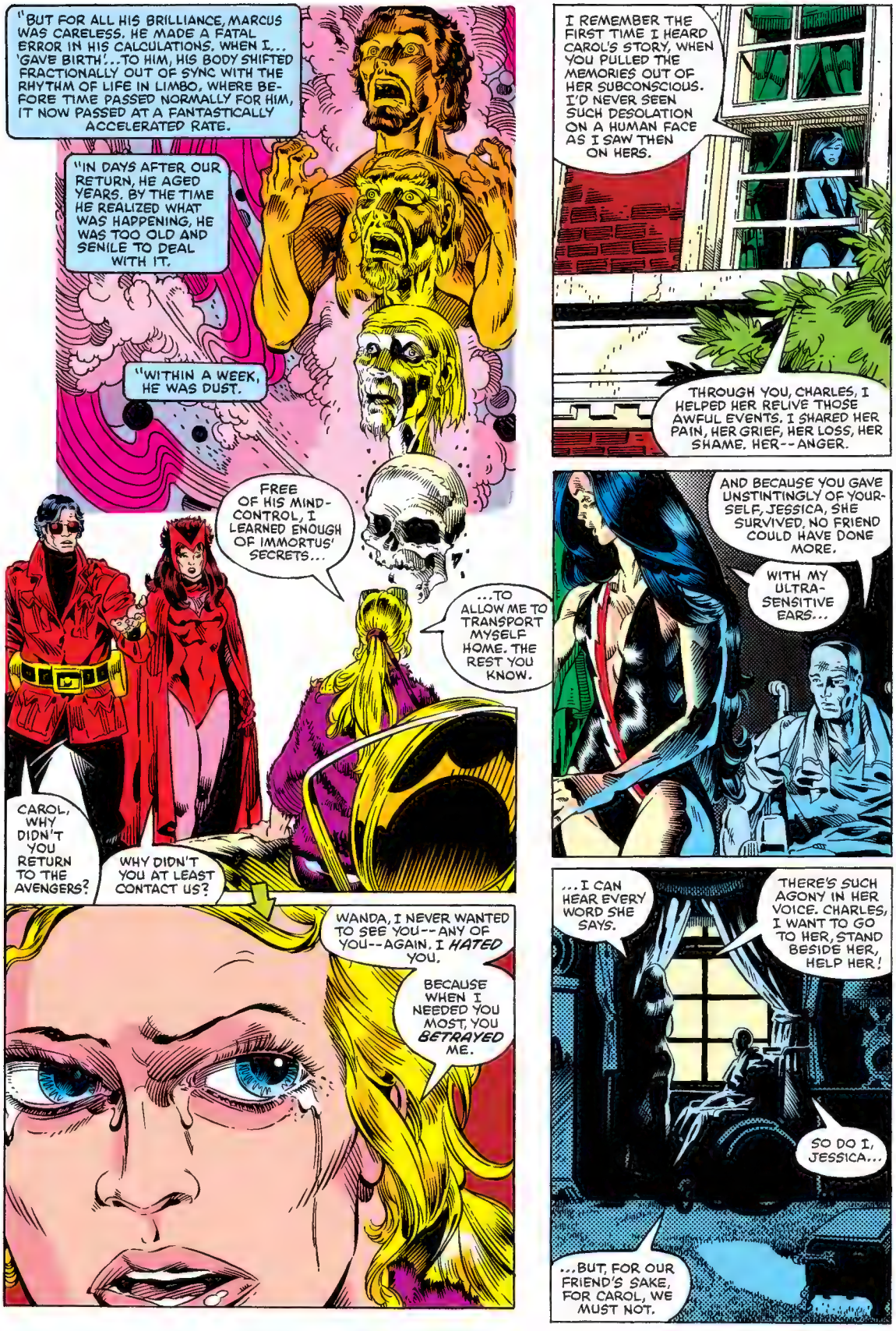
YIKES! WHAT GIVES, FELLA--?!
I THOUGHT THIS FIGHT WAS OVER!
NOT BY A LONG SHOT, FUZZY!
AVALANCHE!
HE'S "MELTING" THAT WRECKED GUARD TOWER INTO A TIDAL WAVE! THE BEAST WILL BE KILLED!
NOT IF I CAN HELP IT, JOCASTA!
THE HEX SPHERE FREES THE BEAST FROM THE WINDOW THAT HAD ENTRAPPED HIM. GRAVITY DOES THE REST.
LOOK OUT BELOW!
YOU THINK EVERYTHIN'S GOIN' YOUR WAY, DON'T'CHA, HEROES? WELL, YOU STILL GOTTA BEAT THE BLOB!
SAY GOOD-BYE TA YER ROBOT SWEETIE, WITCH-LADY-- 'CAUSE I'M ABOUT TA STOMP HIM INTO SCRAP!
YOUR DESCRIPTION OF ME IS IMPRECISE, BLOB. I AM NOT A ROBOT, BUT A SYNTHOZOID. AND I CAN FOIL YOUR ASSAULT SIMPLY BY REDUCING THE DENSITY OF MY PHYSICAL FORM...
...TO AN EPHEMERAL STATE.
LET US LEARN IF YOU CAN FARE AS WELL WHEN SUBJECTED TO MY THERMOSCOPIC EYE BLASTS!
THAT RAY-- YOU'RE BURNIN' ME! I CAN'T SEE!
THE EFFECT IS TRANSITORY, MEANT SOLELY TO IMMOBILIZE YOU, JOCASTA. YOUR ASSISTANCE IS REQUIRED.

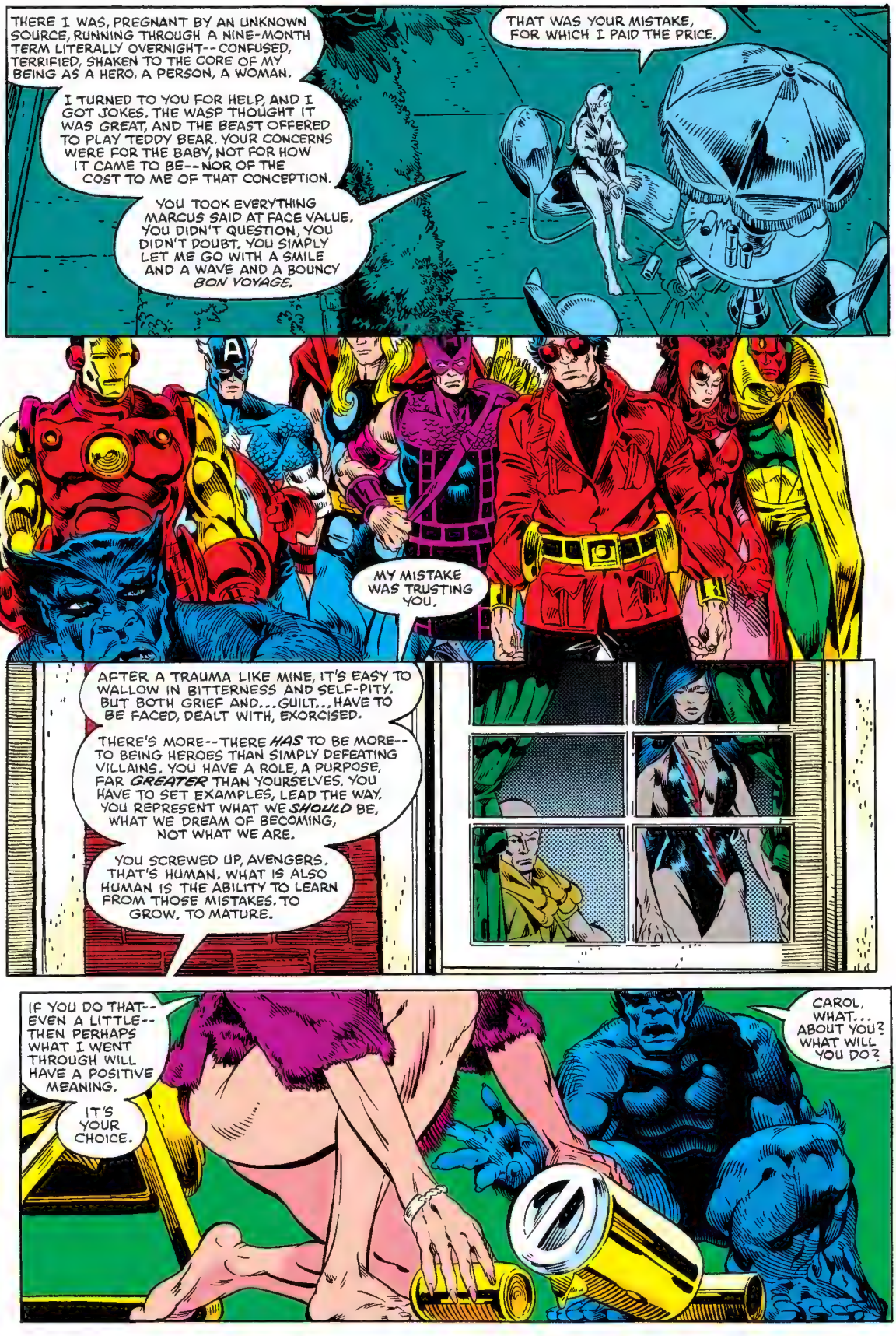

FIRE A FULL POWER ENERGY BLAST--IN CONCERT WITH ME--AT THE GROUND BENEATH THE BLOB.
THAT PIT WON'T HOLD HIM LONG.
THE PIT--IN AND OF ITSELF--IS NOT MEANT TO HOLD HIM AT ALL.
WANDA, DIRECT A HEX SPHERE AT THE DEBRIS FORMED BY AVALANCHE'S FINAL ASSAULT.
MY LAST HEX LEFT ME SO WEAK, I'M SHAKING. THE VISION KNOWS THAT, BUT HE ASKED ANYWAY. HIS REASON MUST BE IMPORTANT.
"WHICH MEANS THAT THE VERY LEAST I CAN DO IS TRY."
WITCHIE--YOU TURNED THE RUBBLE TO DUST!
EXCELLENT, MY WIFE. THAT IS PRECISELY WHAT IS NEEDED.
SPIDER-WOMAN...
I'M WAY AHEAD OF YOU, VISION. A VENOM BLAST SHOULD RUPTURE WONDER MAN'S WATER TOWER.
I'D EXIT THE COURTYARD, BEAST, IF I WERE YOU...
...UNLESS YOU WANT TO GET VERY WET.
HOLY--!
BLORF!!
THE VISION'S STRATEGY WORKS TO PERFECTION. THE FLASH FLOOD SMASHES THE BLOB BACK INTO THE PIT, WHILE SIMULTANEOUSLY, THE WATER COMBINES WITH THE POWDERED WRECKAGE TO FORM A GOOEY MORASS, THE BLOB SOON FINDS HIMSELF STUCK IN A POOL OF MUDDY QUICKSAND, UNABLE TO ESCAPE AND IN IMMINENT DANGER OF DROWNING. SEEING NO ALTERNATIVE, HE SURRENDERS.

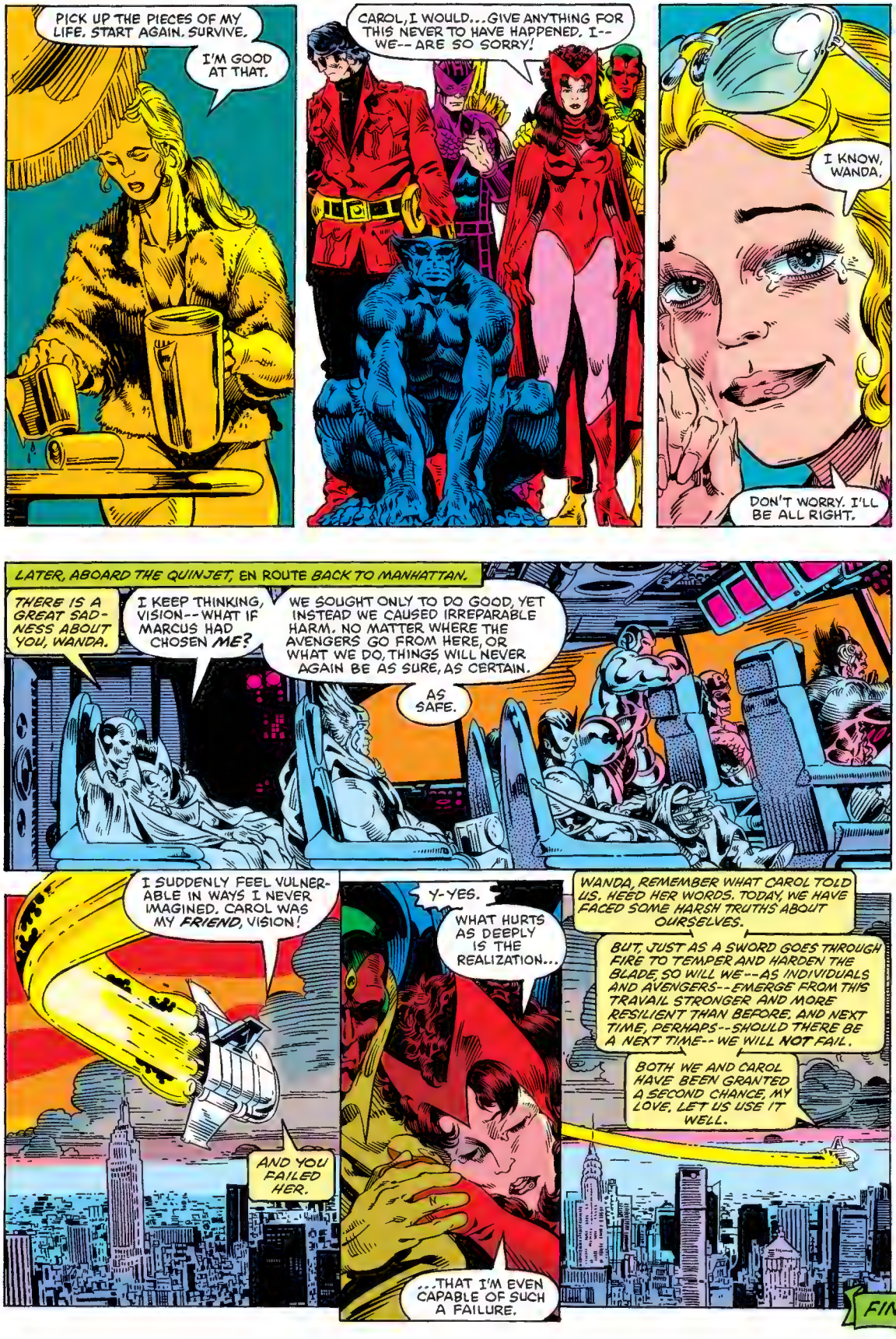

CHAPTER 5:
PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, SALEM CENTER, NEW YORK-- SOME WEEKS LATER...
THE ROAR OF ITS ENGINES SILENCED BY SPECIAL NOISE SUPRESSORS, AN AVENGERS QUINJET SLIDES SOFTLY DOWN TO A LANDING ON THE SPRAWLING YARD BEHIND XAVIER'S MANSION.
ITS ARRIVAL IS NOT UNEXPECTED.
X-MEN, WOULD YOU AND JESSICA PLEASE ACCOMPANY ME INSIDE THE HOUSE. I THINK IT WOULD BE BEST IF CAROL'S REUNION WITH THE AVENGERS WERE A PRIVATE ONE.
WE WILL STAY IF YOU WISH, CAROL.
THANKS, ORORO-- BUT... NO.
ARE YOU SURE YOU'LL BE ALL RIGHT?
I'M NOT SURE OF ANYTHING, JESS-- EXCEPT THAT THIS IS SOMETHING I FEEL I HAVE TO DO.
I UNDERSTAND.
IF YOU NEED A FRIEND, CALL. I'LL HEAR YOU.

AT FIRST, NO ONE SAYS A WORD, AND CAROL PANICS, REGRETTING LETTING JESSICA DREW GO, WONDERING IF THIS SUDDEN BURST OF TERROR SHOWS ON HER FACE. THEN...
HI, CAROL. HOW ARE YOU DOING?
BETTER THAN EXPECTED, HANK. I'LL NEVER REGAIN ALL MY MEMORIES...
...BUT PROFESSOR XAVIER HAS HELPED ME REMEMBER WHO I AM, WHO AND WHAT I WAS. I REMEMBER MY FAMILY. I REMEMBER THE AVENGERS--AND HOW I CAME TO LEAVE THEM. BITS AND PIECES, MOSTLY. I'VE A WAYS TO GO YET.
BUT I'M FORGETTING MY MANNERS. PLEASE SIT DOWN. WOULD ANYONE LIKE SOME ICED TEA? I'M AFRAID WOLVERINE TOOK THE BEER WITH HIM.
YOU'RE LOOKIN' REAL GOOD, CAROL.
WHAT HAPPENED TO MARCUS? AFTER YOU LEFT WITH HIM, WE DIDN'T EXPECT TO SEE YOU TWO LOVEBIRDS AGAIN.
I'M SURE YOU DIDN'T HAWKEYE.
MARCUS IS DEAD.
WHAT--?!
WE'RE VERY SORRY, CAROL. YOU TWO MADE A WONDERFUL COUPLE. WE HOPED YOU'D BE HAPPY TOGETHER.
IS THERE ANYTHING WE CAN DO TO HELP EASE YOUR PAIN?
DIDN'T YOU DO ENOUGH TO *CAUSE* IT?!


CAROL, WHAT'S WRONG?!
I--I'M SORRY, HANK. I...
BE NOT ASHAMED OF THY WOMANLY TEARS, CAROL. THOU HAST LOST THE ONE THOU DIDST LOVE.
NO!!
SLAP!
EH--???
I DIDN'T LOVE MARCUS! I NEVER LOVED MARCUS!
DON'T ANY OF YOU REALIZE WHAT HAPPENED MONTHS AGO, WHAT MARCUS DID TO ME?!?
GUYS, MAYBE OUR VISIT WAS A MISTAKE...
HOLD IT! I WAS THERE, LADY. YOU TOLD US YOU CARED FOR MARCUS. YOU LEFT WITH HIM OF YOUR OWN FREE WILL!
I LEFT BECAUSE I HAD NO CHOICE.
MARCUS GAVE ME NONE.
HE WAS A SAD, PATHETIC CREATURE--POSSESSING THE ABILITIES OF A GOD, THE BODY OF A MAN, THE EMOTIONAL MATURITY OF A CHILD.
IN LIMBO, HIS EVERY WISH WAS GRANTED. HE SAW ME, DESIRED ME. HE USED ME AS A MEANS TO ESCAPE FROM LIMBO TO EARTH AND WHEN THAT PLAN FAILED, HE TOOK ME BACK WITH HIM. YOU SAW IT HAPPEN, HAWKEYE--YOU, IRON MAN AND THOR. YOU HEARD HIS STORY.
MARCUS SAID THAT IMMORTUS' DEVICES COULD BEND ME TO HIS WILL, BUT HE DIDN'T WANT ME THAT WAY. HE SET OUT TO WIN MY LOVE AND FINALLY, AS HE TOLD YOU, "WITH A SUBTLE BOOST FROM IMMORTUS' MACHINES," HE SUCCEEDED.


"BUT FOR ALL HIS BRILLIANCE, MARCUS WAS CARELESS. HE MADE A FATAL ERROR IN HIS CALCULATIONS. WHEN I... 'GAVE BIRTH'...TO HIM, HIS BODY SHIFTED FRACTIONALLY OUT OF SYNC WITH THE RHYTHM OF LIFE IN LIMBO, WHERE BEFORE TIME PASSED NORMALLY FOR HIM, IT NOW PASSED AT A FANTASTICALLY ACCELERATED RATE.
"IN DAYS AFTER OUR RETURN, HE AGED YEARS. BY THE TIME HE REALIZED WHAT WAS HAPPENING, HE WAS TOO OLD AND SENILE TO DEAL WITH IT.
"WITHIN A WEEK, HE WAS DUST.
FREE OF HIS MIND-CONTROL, I LEARNED ENOUGH OF IMMORTUS' SECRETS...
...TO ALLOW ME TO TRANSPORT MYSELF HOME. THE REST YOU KNOW.
CAROL, WHY DIDN'T YOU RETURN TO THE AVENGERS?
WHY DIDN'T YOU AT LEAST CONTACT US?
WANDA, I NEVER WANTED TO SEE YOU--ANY OF YOU--AGAIN. I HATED YOU.
BECAUSE WHEN I NEEDED YOU MOST, YOU BETRAYED ME.
I REMEMBER THE FIRST TIME I HEARD CAROL'S STORY, WHEN YOU PULLED THE MEMORIES OUT OF HER SUBCONSCIOUS. I'D NEVER SEEN SUCH DESOLATION ON A HUMAN FACE AS I SAW THEN ON HERS.
THROUGH YOU, CHARLES, I HELPED HER RELIVE THOSE AWFUL EVENTS. I SHARED HER PAIN, HER GRIEF, HER LOSS, HER SHAME. HER--ANGER.
AND BECAUSE YOU GAVE UNSTINTINGLY OF YOURSELF, JESSICA, SHE SURVIVED. NO FRIEND COULD HAVE DONE MORE.
WITH MY ULTRA-SENSITIVE EARS...
...I CAN HEAR EVERY WORD SHE SAYS.
THERE'S SUCH AGONY IN HER VOICE. CHARLES, I WANT TO GO TO HER, STAND BESIDE HER, HELP HER!
SO DO I, JESSICA...
...BUT, FOR OUR FRIEND'S SAKE, FOR CAROL, WE MUST NOT.


THERE I WAS, PREGNANT BY AN UNKNOWN SOURCE, RUNNING THROUGH A NINE-MONTH TERM LITERALLY OVERNIGHT--CONFUSED, TERRIFIED, SHAKEN TO THE CORE OF MY BEING AS A HERO, A PERSON, A WOMAN.
I TURNED TO YOU FOR HELP, AND I GOT JOKES. THE WASP THOUGHT IT WAS GREAT, AND THE BEAST OFFERED TO PLAY TEDDY BEAR. YOUR CONCERNS WERE FOR THE BABY, NOT FOR HOW IT CAME TO BE--NOR OF THE COST TO ME OF THAT CONCEPTION.
YOU TOOK EVERYTHING MARCUS SAID AT FACE VALUE. YOU DIDN'T QUESTION, YOU DIDN'T DOUBT. YOU SIMPLY LET ME GO WITH A SMILE AND A WAVE AND A BOUNCY *BON VOYAGE.*
THAT WAS YOUR MISTAKE, FOR WHICH I PAID THE PRICE.
MY MISTAKE WAS TRUSTING YOU.
AFTER A TRAUMA LIKE MINE, IT'S EASY TO WALLOW IN BITTERNESS AND SELF-PITY. BUT BOTH GRIEF AND...GUILT...HAVE TO BE FACED, DEALT WITH, EXORCISED.
THERE'S MORE--THERE *HAS* TO BE MORE--TO BEING HEROES THAN SIMPLY DEFEATING VILLAINS. YOU HAVE A ROLE, A PURPOSE, FAR *GREATER* THAN YOURSELVES. YOU HAVE TO SET EXAMPLES, LEAD THE WAY. YOU REPRESENT WHAT WE *SHOULD* BE, WHAT WE DREAM OF BECOMING, NOT WHAT WE ARE.
YOU SCREWED UP, AVENGERS. THAT'S HUMAN. WHAT IS ALSO HUMAN IS THE ABILITY TO LEARN FROM THOSE MISTAKES. TO GROW. TO MATURE.
IF YOU DO THAT--EVEN A LITTLE--THEN PERHAPS WHAT I WENT THROUGH WILL HAVE A POSITIVE MEANING.
IT'S YOUR CHOICE.
CAROL, WHAT...ABOUT YOU? WHAT WILL YOU DO?


PICK UP THE PIECES OF MY LIFE. START AGAIN. SURVIVE.
I'M GOOD AT THAT.
CAROL, I WOULD... GIVE ANYTHING FOR THIS NEVER TO HAVE HAPPENED. I-- WE-- ARE SO SORRY!
I KNOW, WANDA.
DON'T WORRY. I'LL BE ALL RIGHT.
LATER, ABOARD THE QUINJET, EN ROUTE BACK TO MANHATTAN.
THERE IS A GREAT SADNESS ABOUT YOU, WANDA.
I KEEP THINKING, VISION-- WHAT IF MARCUS HAD CHOSEN ME?
WE SOUGHT ONLY TO DO GOOD, YET INSTEAD WE CAUSED IRREPARABLE HARM. NO MATTER WHERE THE AVENGERS GO FROM HERE, OR WHAT WE DO, THINGS WILL NEVER AGAIN BE AS SURE, AS CERTAIN.
AS SAFE.
I SUDDENLY FEEL VULNERABLE IN WAYS I NEVER IMAGINED. CAROL WAS MY FRIEND, VISION!
AND YOU FAILED HER.
Y-YES.
WHAT HURTS AS DEEPLY IS THE REALIZATION...
...THAT I'M EVEN CAPABLE OF SUCH A FAILURE.
WANDA, REMEMBER WHAT CAROL TOLD US. HEED HER WORDS. TODAY, WE HAVE FACED SOME HARSH TRUTHS ABOUT OURSELVES.
BUT, JUST AS A SWORD GOES THROUGH FIRE TO TEMPER AND HARDEN THE BLADE, SO WILL WE-- AS INDIVIDUALS AND AVENGERS-- EMERGE FROM THIS TRAVAIL STRONGER AND MORE RESILIENT THAN BEFORE. AND NEXT TIME, PERHAPS-- SHOULD THERE BE A NEXT TIME-- WE WILL NOT FAIL.
BOTH WE AND CAROL HAVE BEEN GRANTED A SECOND CHANCE, MY LOVE. LET US USE IT WELL.
FIN

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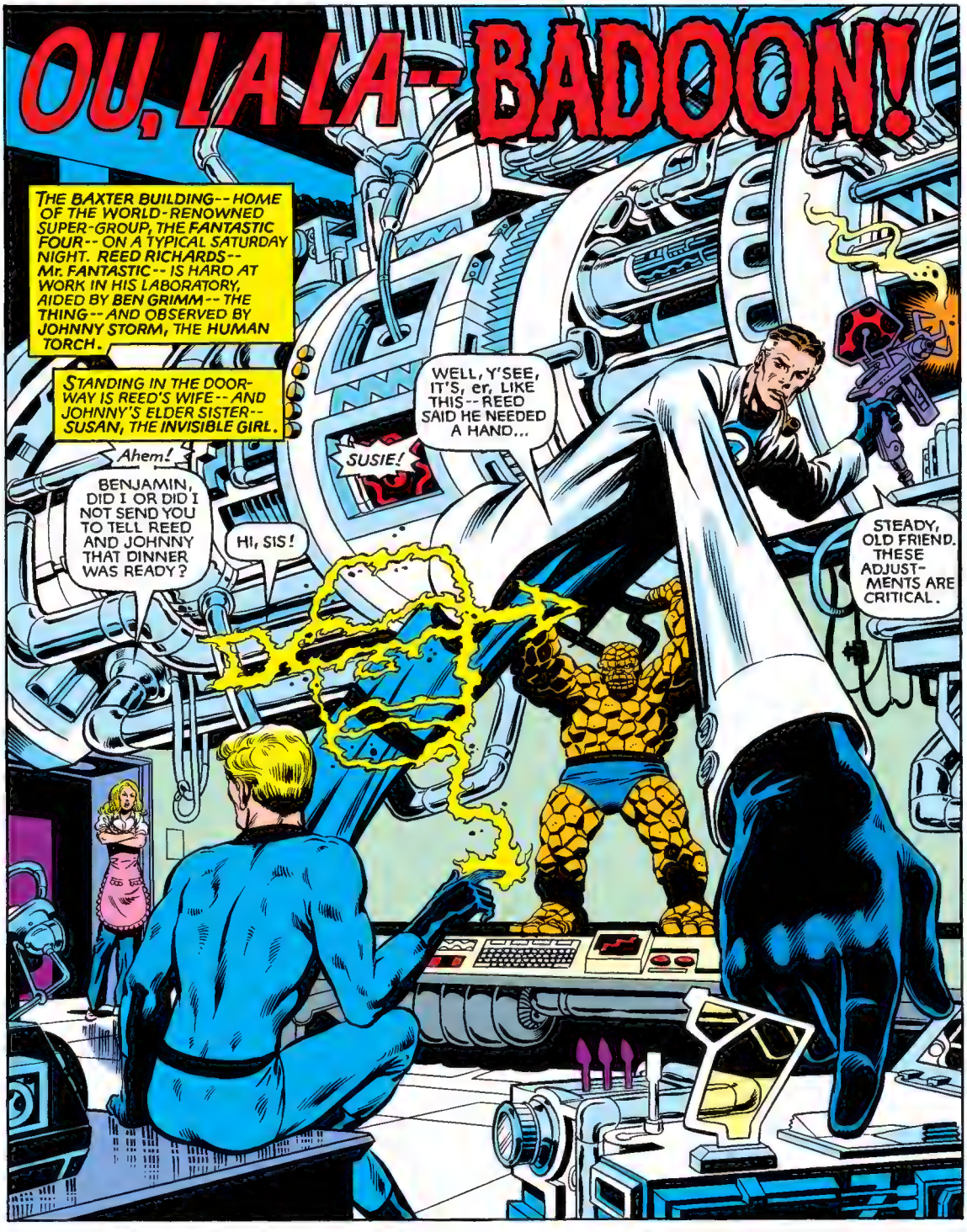
OU, LA LA--BADOON!
THE BAXTER BUILDING--HOME OF THE WORLD-RENOWNED SUPER-GROUP, THE FANTASTIC FOUR--ON A TYPICAL SATURDAY NIGHT. REED RICHARDS--Mr. FANTASTIC--IS HARD AT WORK IN HIS LABORATORY, AIDED BY BEN GRIMM--THE THING--AND OBSERVED BY JOHNNY STORM, THE HUMAN TORCH.
STANDING IN THE DOORWAY IS REED'S WIFE--AND JOHNNY'S ELDER SISTER--SUSAN, THE INVISIBLE GIRL.
Ahem!
BENJAMIN, DID I OR DID I NOT SEND YOU TO TELL REED AND JOHNNY THAT DINNER WAS READY?
HI, SIS!
SUSIE!
WELL, Y'SEE, IT'S, er, LIKE THIS--REED SAID HE NEEDED A HAND...
STEADY, OLD FRIEND. THESE ADJUSTMENTS ARE CRITICAL.

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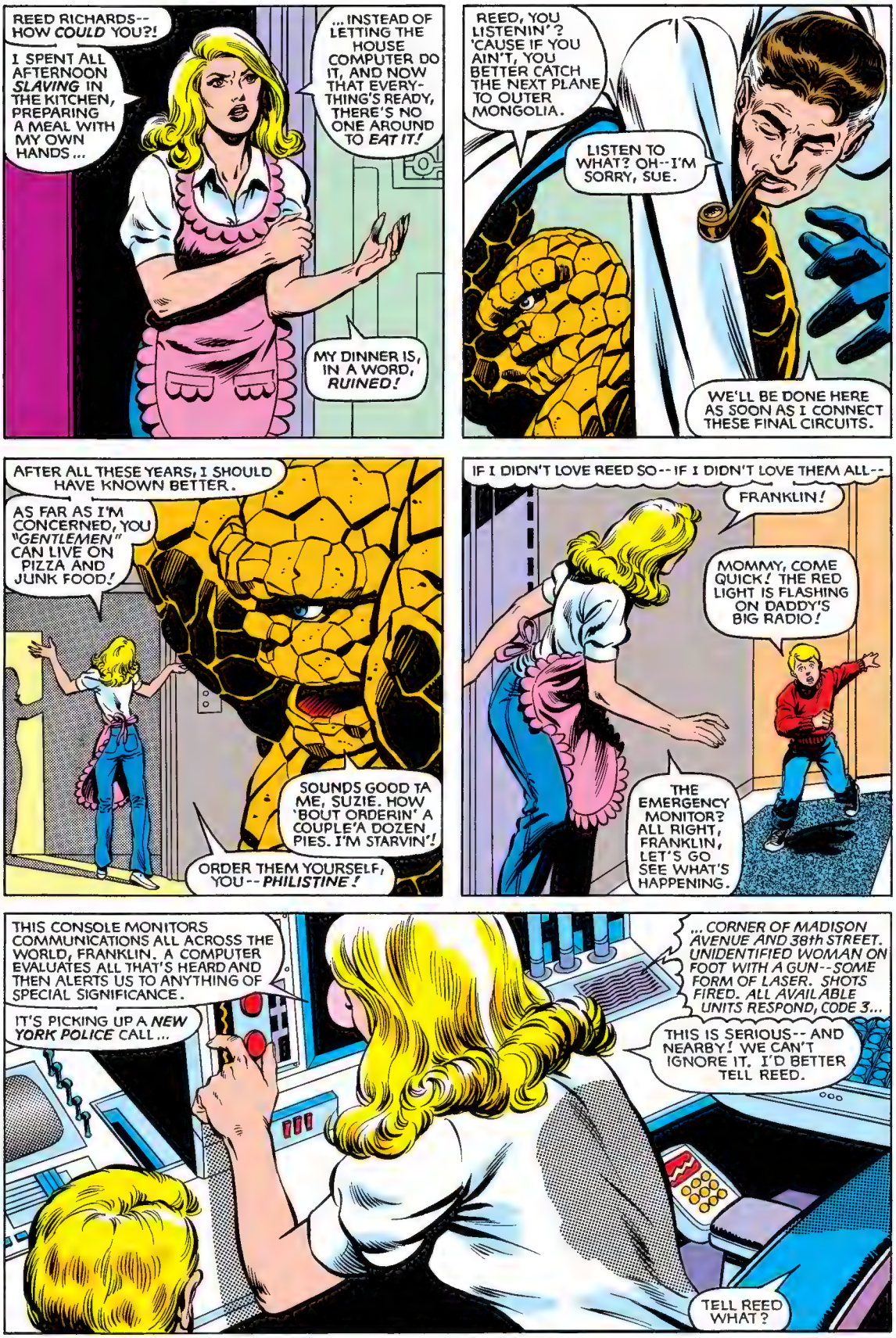
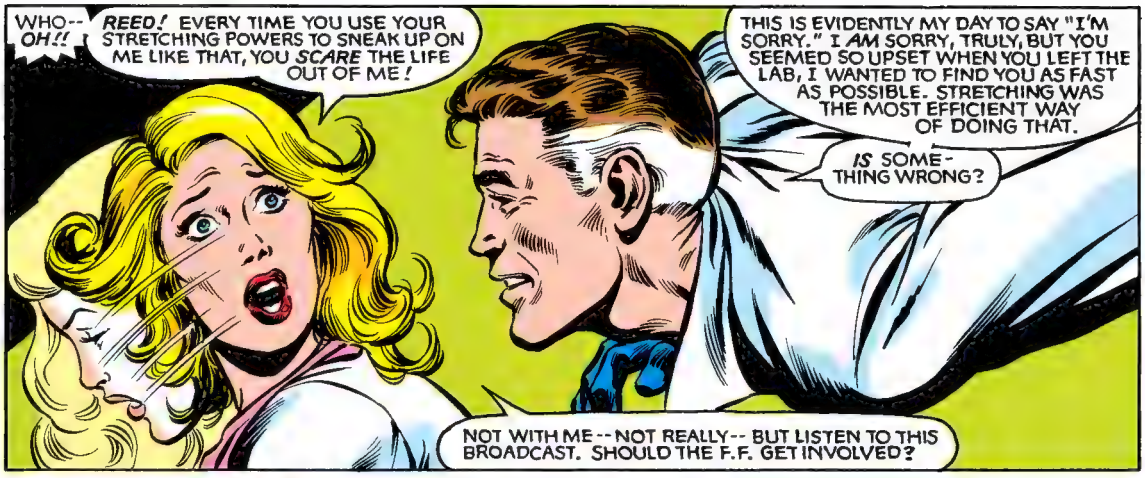
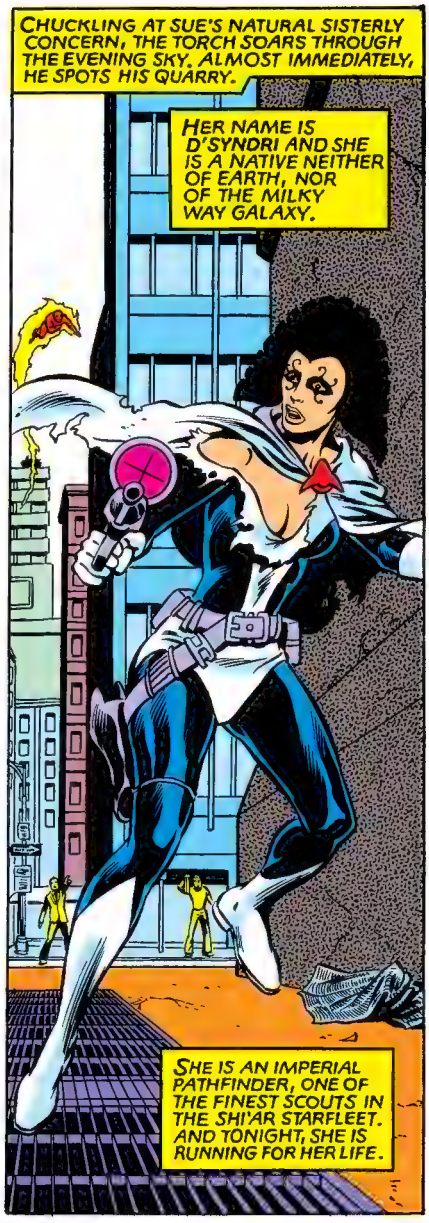
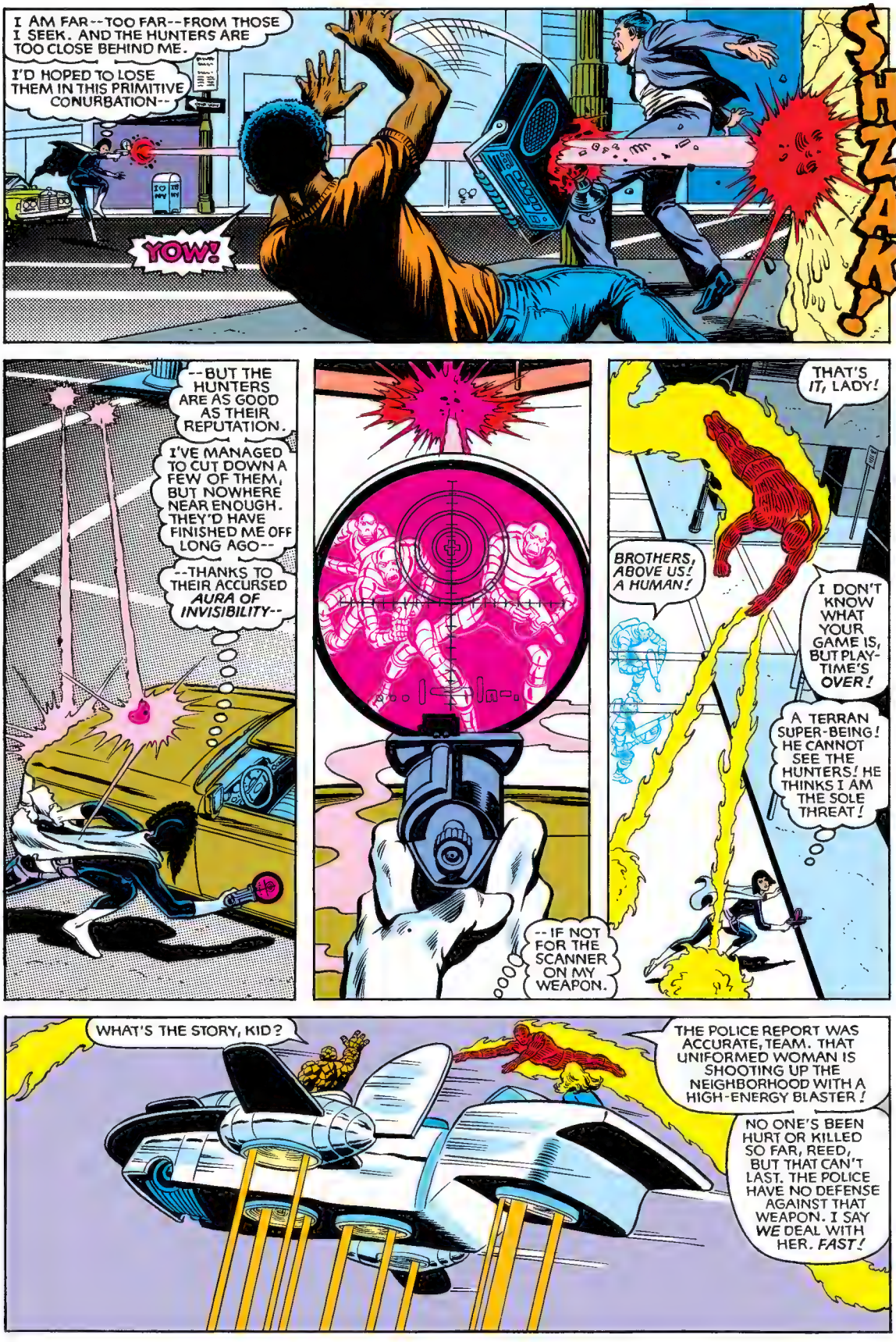
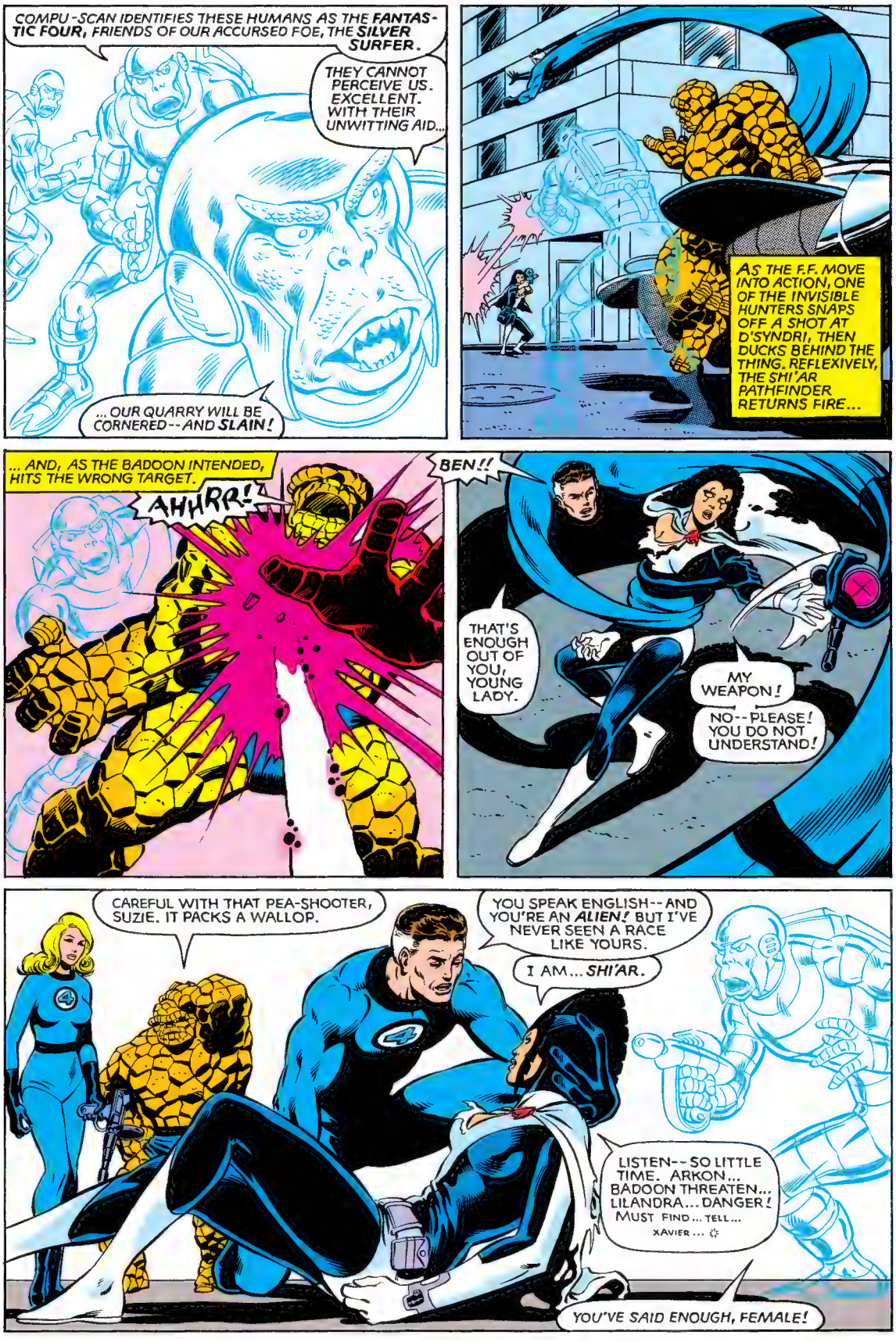

REED RICHARDS--HOW *COULD* YOU?!
I SPENT ALL AFTERNOON *SLAVING* IN THE KITCHEN, PREPARING A MEAL WITH MY OWN HANDS...
...INSTEAD OF LETTING THE HOUSE COMPUTER DO IT, AND NOW THAT EVERYTHING'S READY, THERE'S NO ONE AROUND TO *EAT IT!*
MY DINNER IS, IN A WORD, *RUINED!*
REED, YOU LISTENIN'? 'CAUSE IF YOU AIN'T, YOU BETTER CATCH THE NEXT PLANE TO OUTER MONGOLIA.
LISTEN TO WHAT? OH--I'M SORRY, SUE.
WE'LL BE DONE HERE AS SOON AS I CONNECT THESE FINAL CIRCUITS.
AFTER ALL THESE YEARS, I SHOULD HAVE KNOWN BETTER.
AS FAR AS I'M CONCERNED, YOU *"GENTLEMEN"* CAN LIVE ON PIZZA AND JUNK FOOD!
SOUNDS GOOD TA ME, SUZIE. HOW 'BOUT ORDERIN' A COUPLE'A DOZEN PIES. I'M STARVIN'!
ORDER THEM YOURSELF, YOU--*PHILISTINE!*
IF I DIDN'T LOVE REED SO--IF I DIDN'T LOVE THEM ALL--
FRANKLIN!
MOMMY, COME QUICK! THE RED LIGHT IS FLASHING ON DADDY'S BIG RADIO!
THE EMERGENCY MONITOR? ALL RIGHT, FRANKLIN, LET'S GO SEE WHAT'S HAPPENING.
THIS CONSOLE MONITORS COMMUNICATIONS ALL ACROSS THE WORLD, FRANKLIN. A COMPUTER EVALUATES ALL THAT'S HEARD AND THEN ALERTS US TO ANYTHING OF SPECIAL SIGNIFICANCE.
IT'S PICKING UP A *NEW YORK POLICE* CALL...
...CORNER OF MADISON AVENUE AND 38th STREET. UNIDENTIFIED WOMAN ON FOOT WITH A GUN--SOME FORM OF LASER. SHOTS FIRED. ALL AVAILABLE UNITS RESPOND, CODE 3...
THIS IS SERIOUS--AND NEARBY! WE CAN'T IGNORE IT. I'D BETTER TELL REED.
TELL REED WHAT?

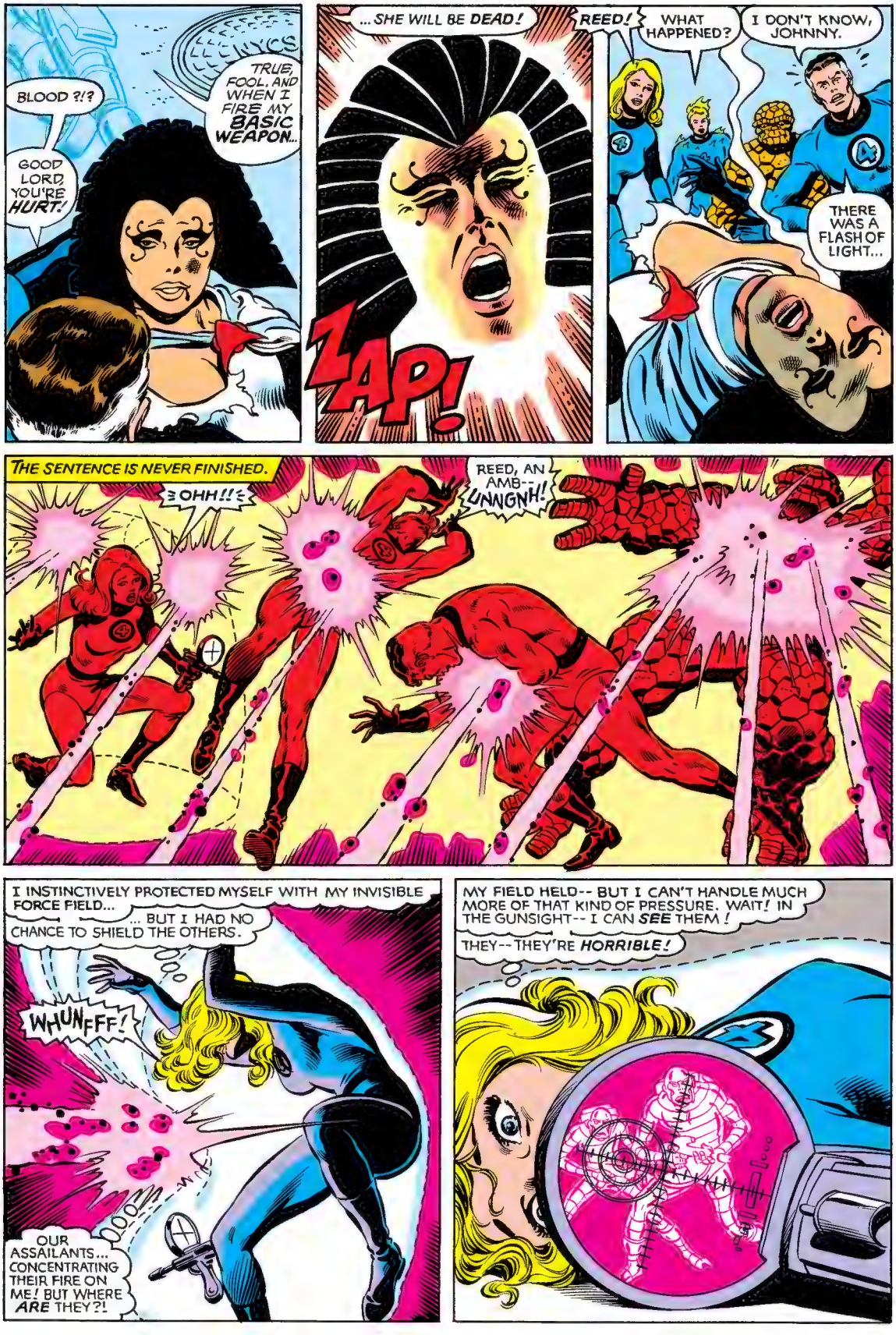

WHO-- OH!!
REED! EVERY TIME YOU USE YOUR STRETCHING POWERS TO SNEAK UP ON ME LIKE THAT, YOU SCARE THE LIFE OUT OF ME!
THIS IS EVIDENTLY MY DAY TO SAY "I'M SORRY." I AM SORRY, TRULY, BUT YOU SEEMED SO UPSET WHEN YOU LEFT THE LAB, I WANTED TO FIND YOU AS FAST AS POSSIBLE. STRETCHING WAS THE MOST EFFICIENT WAY OF DOING THAT.
IS SOMETHING WRONG?
NOT WITH ME--NOT REALLY-- BUT LISTEN TO THIS BROADCAST. SHOULD THE F.F. GET INVOLVED?

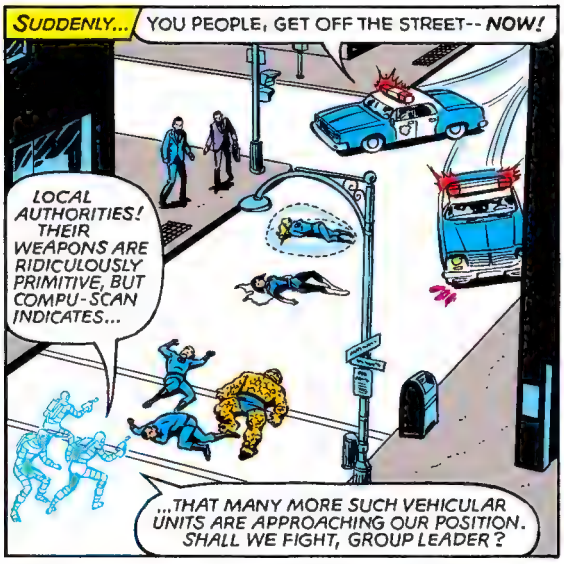
MOMENTS LATER...
THE OFFICER MAY HAVE BEEN EXAGGERATING. THIS MAY BE AN ORDINARY POLICE CASE-- IN WHICH CASE, WE'LL LET THEM HANDLE IT.
HOWEVER, SINCE THE INCIDENT IS OCCURING LITERALLY ON OUR DOORSTEP, IT WON'T HURT TO CHECK THINGS OUT.
TORCH, YOU TAKE THE POINT. WE'LL FOLLOW IN THE FANTASTICAR.
ON MY WAY, REED.
BE CAREFUL, JOHNNY!

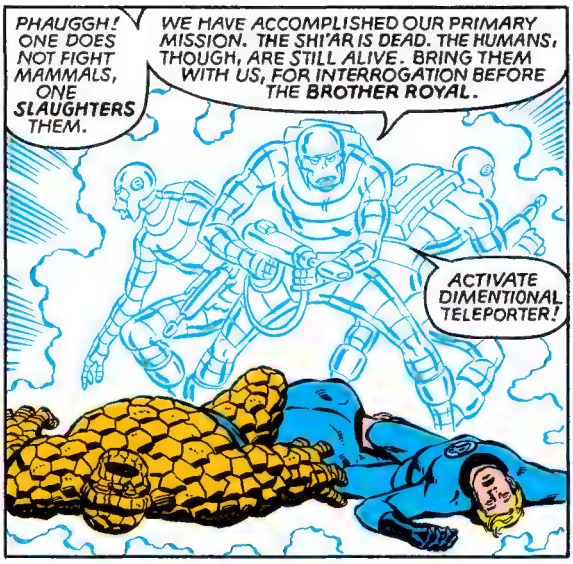

CHUCKLING AT SUE'S NATURAL SISTERLY CONCERN, THE TORCH SOARS THROUGH THE EVENING SKY. ALMOST IMMEDIATELY, HE SPOTS HIS QUARRY.
HER NAME IS D'SYNDRI AND SHE IS A NATIVE NEITHER OF EARTH, NOR OF THE MILKY WAY GALAXY.
SHE IS AN IMPERIAL PATHFINDER, ONE OF THE FINEST SCOUTS IN THE SHI'AR STARFLEET. AND TONIGHT, SHE IS RUNNING FOR HER LIFE.

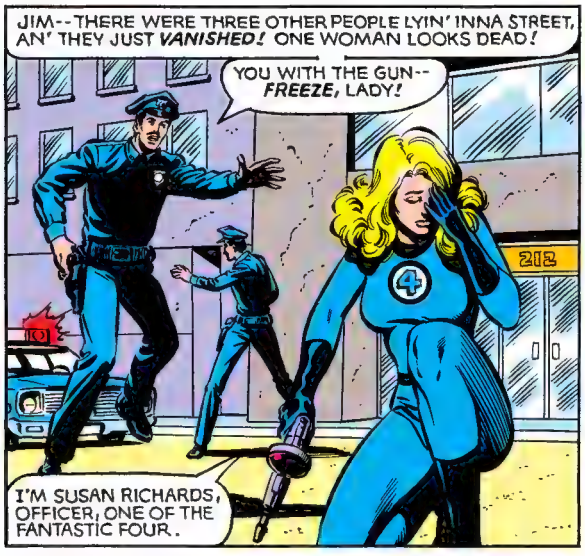

I AM FAR--TOO FAR--FROM THOSE I SEEK. AND THE HUNTERS ARE TOO CLOSE BEHIND ME.
I'D HOPED TO LOSE THEM IN THIS PRIMITIVE CONURBATION--
YOW!
SHZAK!
--BUT THE HUNTERS ARE AS GOOD AS THEIR REPUTATION.
I'VE MANAGED TO CUT DOWN A FEW OF THEM, BUT NOWHERE NEAR ENOUGH. THEY'D HAVE FINISHED ME OFF LONG AGO--
--THANKS TO THEIR ACCURSED AURA OF INVISIBILITY--
-- IF NOT FOR THE SCANNER ON MY WEAPON.
BROTHERS, ABOVE US! A HUMAN!
THAT'S IT, LADY!
I DON'T KNOW WHAT YOUR GAME IS, BUT PLAY-TIME'S OVER!
A TERRAN SUPER-BEING! HE CANNOT SEE THE HUNTERS! HE THINKS I AM THE SOLE THREAT!
WHAT'S THE STORY, KID?
THE POLICE REPORT WAS ACCURATE, TEAM. THAT UNIFORMED WOMAN IS SHOOTING UP THE NEIGHBORHOOD WITH A HIGH-ENERGY BLASTER!
NO ONE'S BEEN HURT OR KILLED SO FAR, REED, BUT THAT CAN'T LAST. THE POLICE HAVE NO DEFENSE AGAINST THAT WEAPON. I SAY WE DEAL WITH HER. FAST!

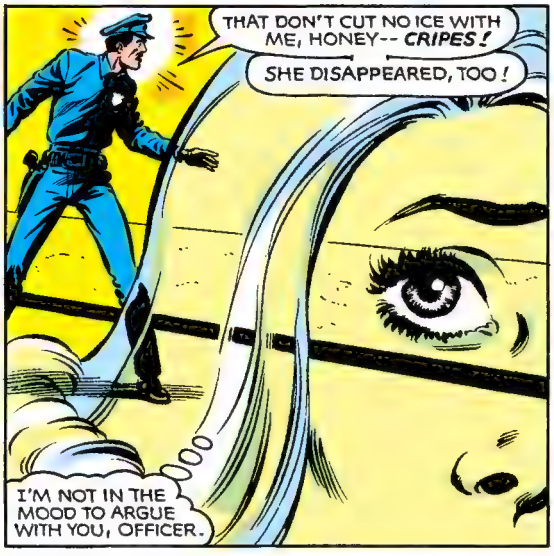

COMPU-SCAN IDENTIFIES THESE HUMANS AS THE FANTASTIC FOUR, FRIENDS OF OUR ACCURSED FOE, THE SILVER SURFER.
THEY CANNOT PERCEIVE US. EXCELLENT. WITH THEIR UNWITTING AID...
...OUR QUARRY WILL BE CORNERED--AND SLAIN!
AS THE F.F. MOVE INTO ACTION, ONE OF THE INVISIBLE HUNTERS SNAPS OFF A SHOT AT D'SYNDRI, THEN DUCKS BEHIND THE THING. REFLEXIVELY, THE SHI'AR PATHFINDER RETURNS FIRE...
...AND, AS THE BADOON INTENDED, HITS THE WRONG TARGET.
AHHRR!
BEN!!
THAT'S ENOUGH OUT OF YOU, YOUNG LADY.
MY WEAPON!
NO--PLEASE! YOU DO NOT UNDERSTAND!
CAREFUL WITH THAT PEA-SHOOTER, SUZIE. IT PACKS A WALLOP.
YOU SPEAK ENGLISH--AND YOU'RE AN ALIEN! BUT I'VE NEVER SEEN A RACE LIKE YOURS.
I AM...SHI'AR.
LISTEN--SO LITTLE TIME. ARKON... BADOON THREATEN... LILANDRA...DANGER! MUST FIND...TELL... XAVIER...
YOU'VE SAID ENOUGH, FEMALE!

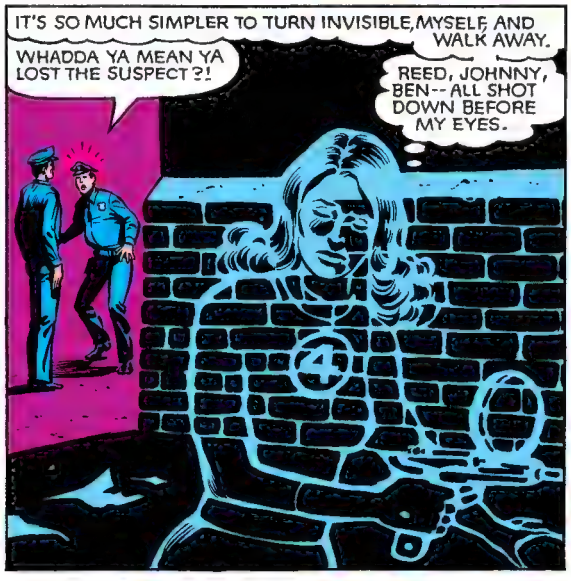

BLOOD ?!?
GOOD LORD, YOU'RE HURT!
TRUE, FOOL, AND WHEN I FIRE MY BASIC WEAPON...
...SHE WILL BE DEAD!
ZAP!
REED!
WHAT HAPPENED?
I DON'T KNOW, JOHNNY.
THERE WAS A FLASH OF LIGHT...
THE SENTENCE IS NEVER FINISHED.
OHH!!
REED, AN AMB--
UNNGNH!
I INSTINCTIVELY PROTECTED MYSELF WITH MY INVISIBLE FORCE FIELD...
... BUT I HAD NO CHANCE TO SHIELD THE OTHERS.
WHUNFFF!
OUR ASSAILANTS... CONCENTRATING THEIR FIRE ON ME! BUT WHERE ARE THEY?!
MY FIELD HELD-- BUT I CAN'T HANDLE MUCH MORE OF THAT KIND OF PRESSURE. WAIT! IN THE GUNSIGHT-- I CAN SEE THEM!
THEY--THEY'RE HORRIBLE!

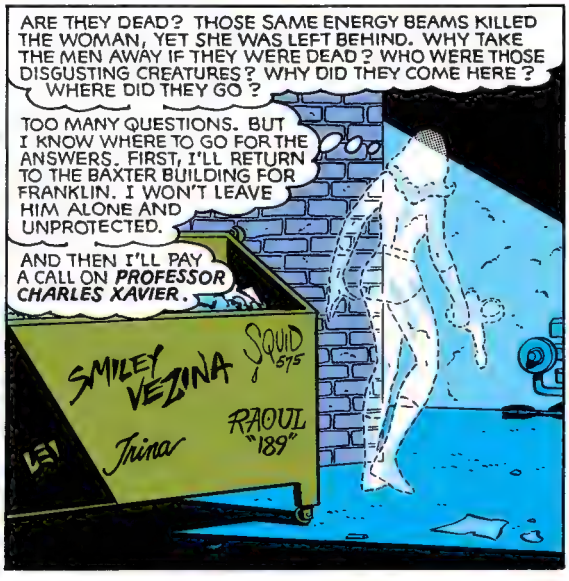

SUDDENLY...
YOU PEOPLE, GET OFF THE STREET-- NOW!
LOCAL AUTHORITIES! THEIR WEAPONS ARE RIDICULOUSLY PRIMITIVE, BUT COMPU-SCAN INDICATES...
...THAT MANY MORE SUCH VEHICULAR UNITS ARE APPROACHING OUR POSITION. SHALL WE FIGHT, GROUP LEADER?


PHAUGGH! ONE DOES NOT FIGHT MAMMALS, ONE SLAUGHTERS THEM.
WE HAVE ACCOMPLISHED OUR PRIMARY MISSION. THE SHI'AR IS DEAD. THE HUMANS, THOUGH, ARE STILL ALIVE. BRING THEM WITH US, FOR INTERROGATION BEFORE THE BROTHER ROYAL.
ACTIVATE DIMENTIONAL TELEPORTER!

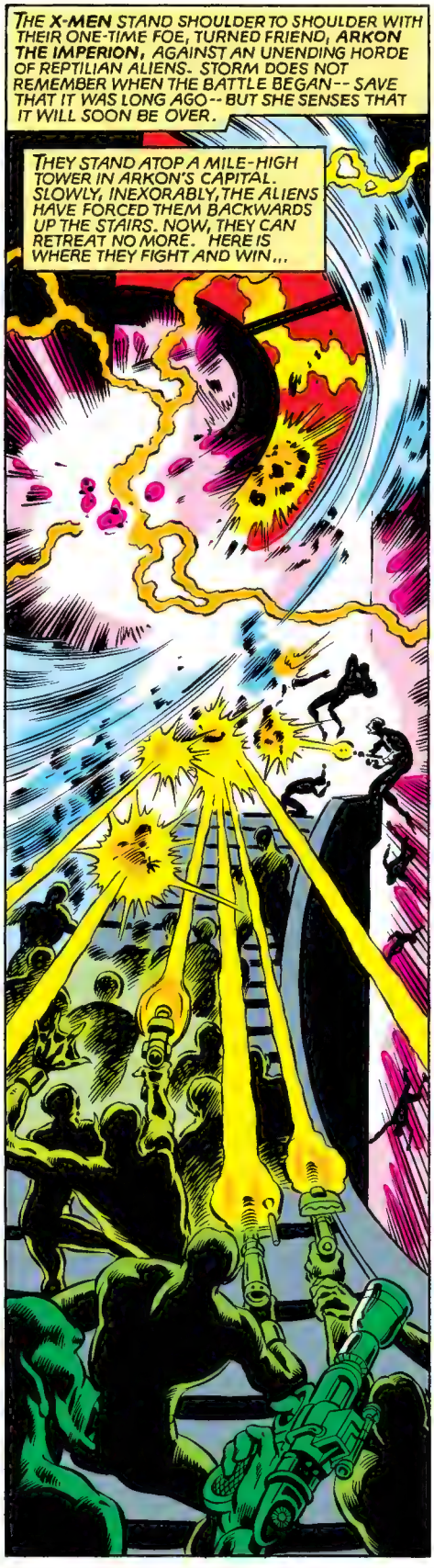

JIM--THERE WERE THREE OTHER PEOPLE LYIN' INNA STREET, AN' THEY JUST VANISHED! ONE WOMAN LOOKS DEAD!
YOU WITH THE GUN-- FREEZE, LADY!
I'M SUSAN RICHARDS, OFFICER, ONE OF THE FANTASTIC FOUR.


THAT DON'T CUT NO ICE WITH ME, HONEY-- CRIPES!
SHE DISAPPEARED, TOO!
I'M NOT IN THE MOOD TO ARGUE WITH YOU, OFFICER.

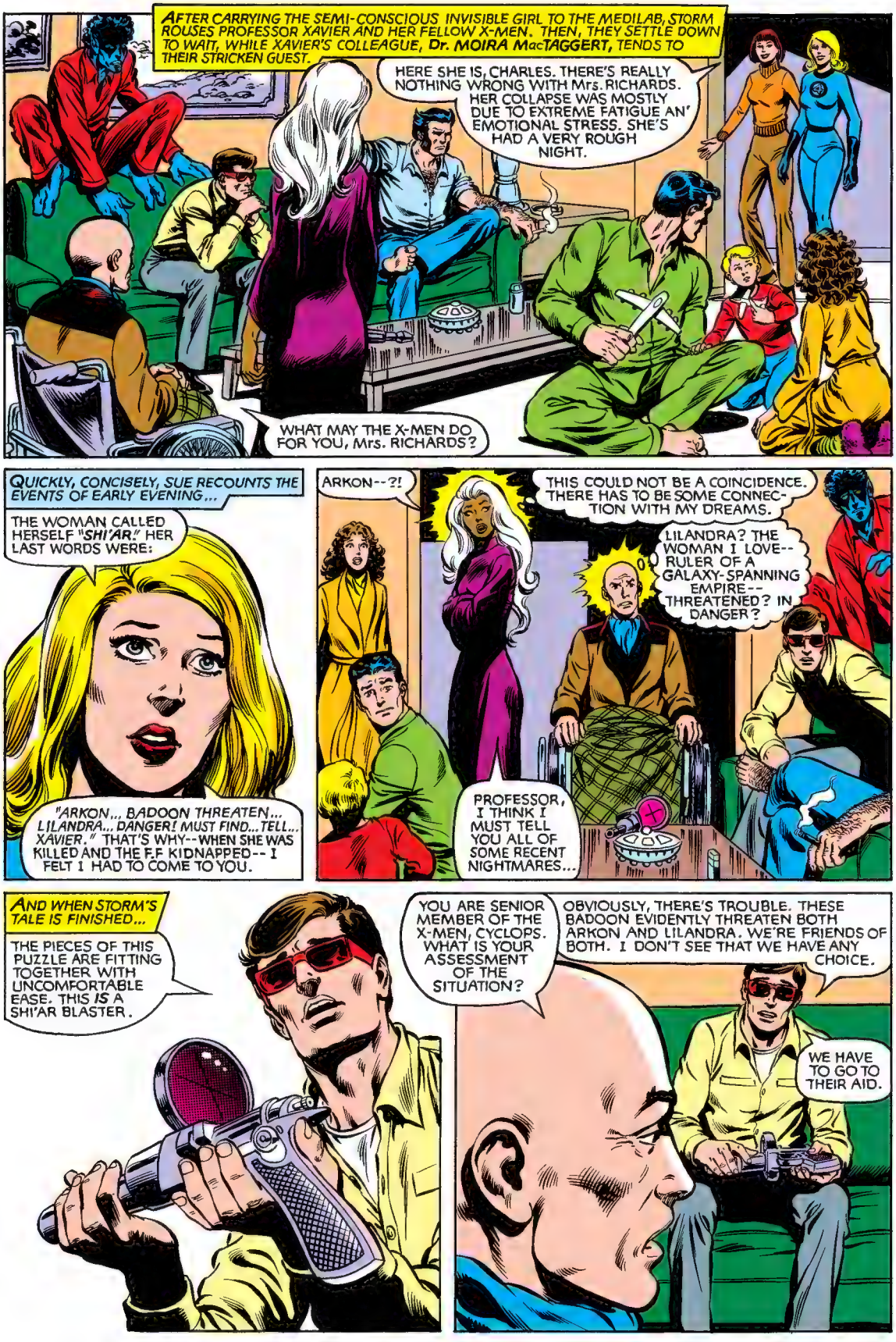

IT'S SO MUCH SIMPLER TO TURN INVISIBLE, MYSELF, AND WALK AWAY.
WHADDA YA MEAN YA LOST THE SUSPECT?!
REED, JOHNNY, BEN-- ALL SHOT DOWN BEFORE MY EYES.

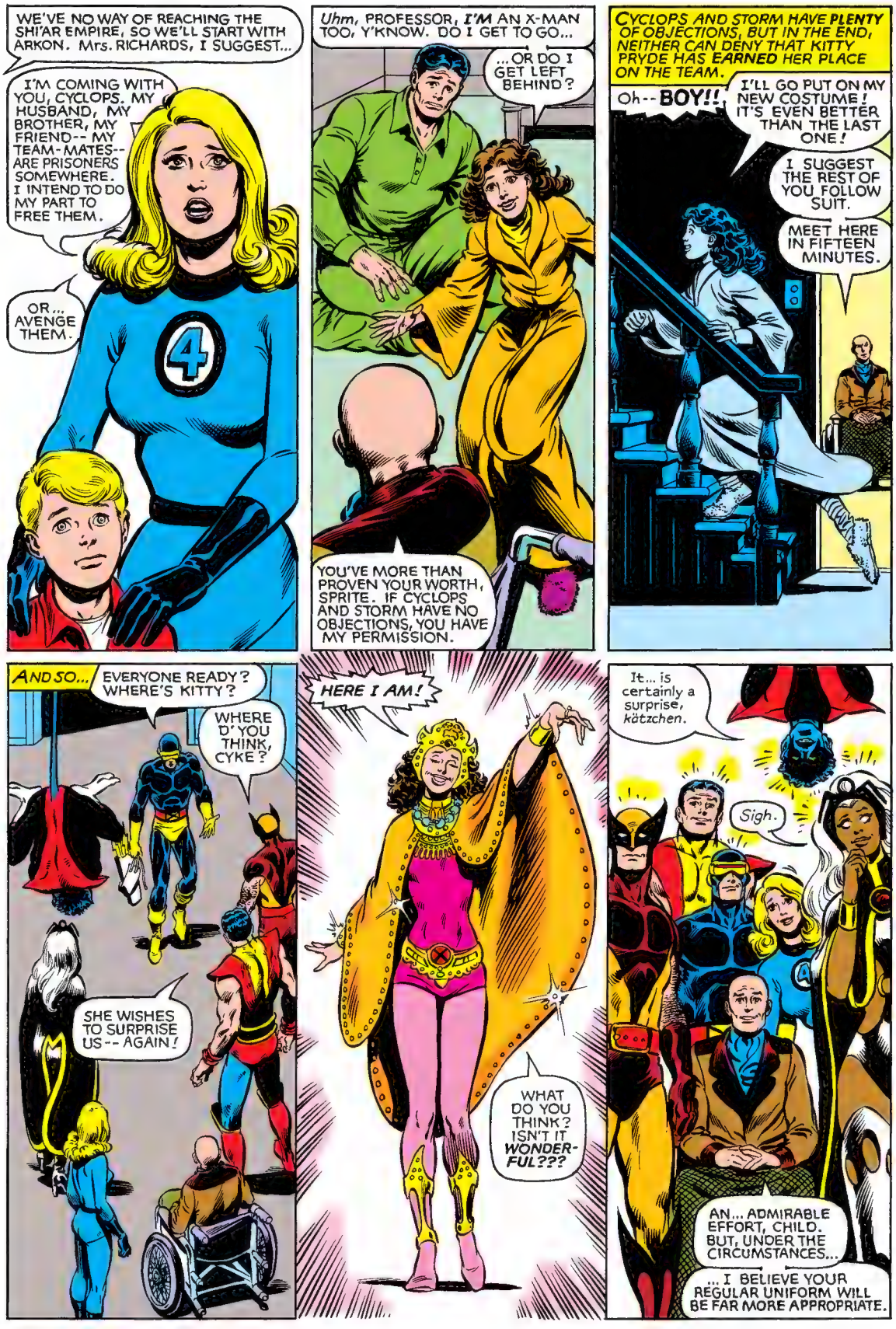

ARE THEY DEAD? THOSE SAME ENERGY BEAMS KILLED THE WOMAN, YET SHE WAS LEFT BEHIND. WHY TAKE THE MEN AWAY IF THEY WERE DEAD? WHO WERE THOSE DISGUSTING CREATURES? WHY DID THEY COME HERE? WHERE DID THEY GO?
TOO MANY QUESTIONS. BUT I KNOW WHERE TO GO FOR THE ANSWERS. FIRST, I'LL RETURN TO THE BAXTER BUILDING FOR FRANKLIN. I WON'T LEAVE HIM ALONE AND UNPROTECTED.
AND THEN I'LL PAY A CALL ON PROFESSOR CHARLES XAVIER.
SMILEY VEZINA
SQUID 575
Trina
RAOUL "189"

ANOTHER PLACE... ANOTHER TIME... THE SOUND OF BATTLE IS FRIGHTFUL. STORM HAS NEVER HEARD SUCH A DIN...
...THE SCREAMS OF THE MAIMED AND DYING...
...THE CLASH OF STEEL, THE SNAP OF BLASTER BEAMS, THE SIZZLING CRACKLE OF RAW LIGHTNING.
SHE HAS NEVER SEEN SUCH CARNAGE.

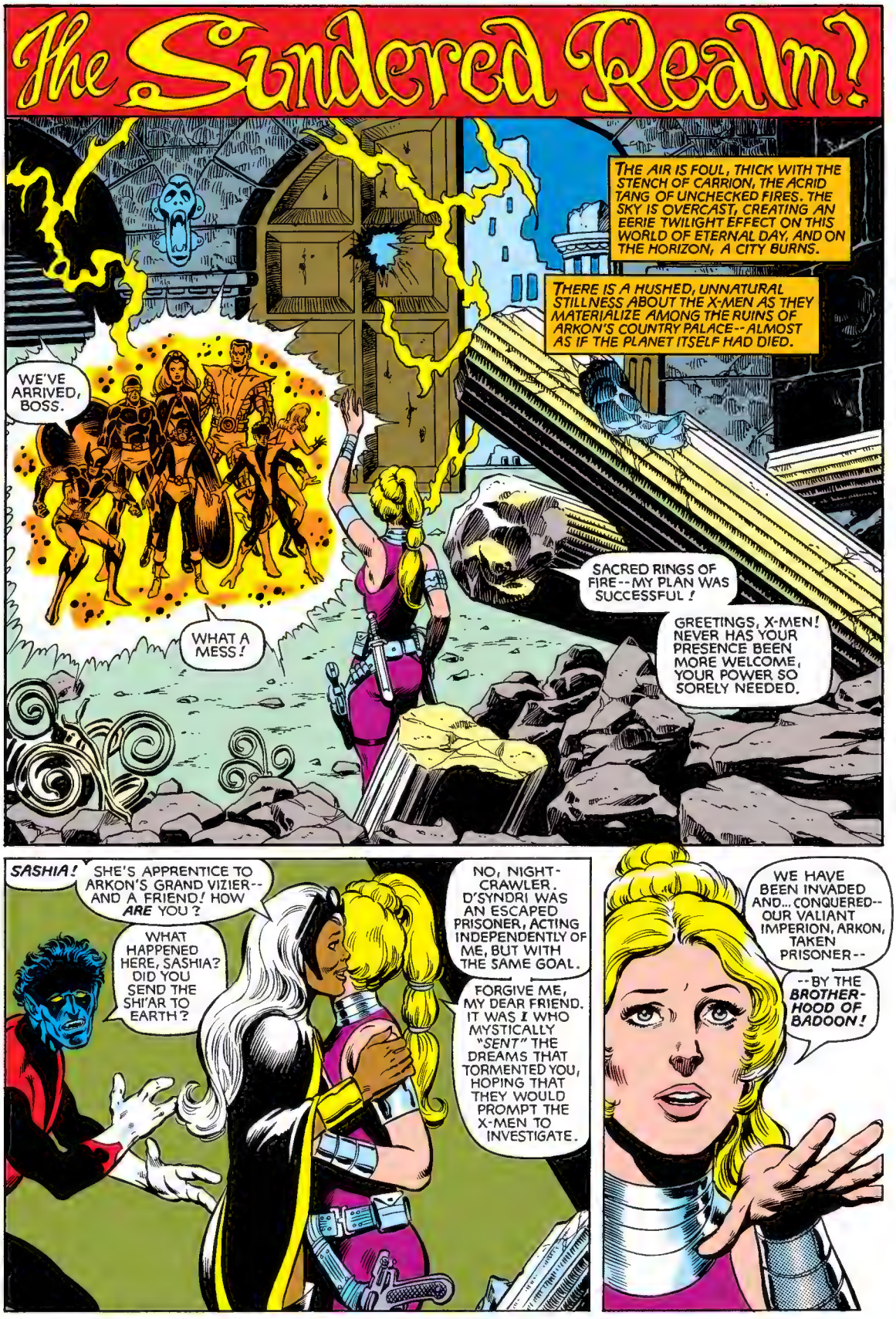

THE X-MEN STAND SHOULDER TO SHOULDER WITH THEIR ONE-TIME FOE, TURNED FRIEND, ARKON THE IMPERION, AGAINST AN UNENDING HORDE OF REPTILIAN ALIENS. STORM DOES NOT REMEMBER WHEN THE BATTLE BEGAN -- SAVE THAT IT WAS LONG AGO -- BUT SHE SENSES THAT IT WILL SOON BE OVER.
THEY STAND ATOP A MILE-HIGH TOWER IN ARKON'S CAPITAL. SLOWLY, INEXORABLY, THE ALIENS HAVE FORCED THEM BACKWARDS UP THE STAIRS. NOW, THEY CAN RETREAT NO MORE. HERE IS WHERE THEY FIGHT AND WIN...

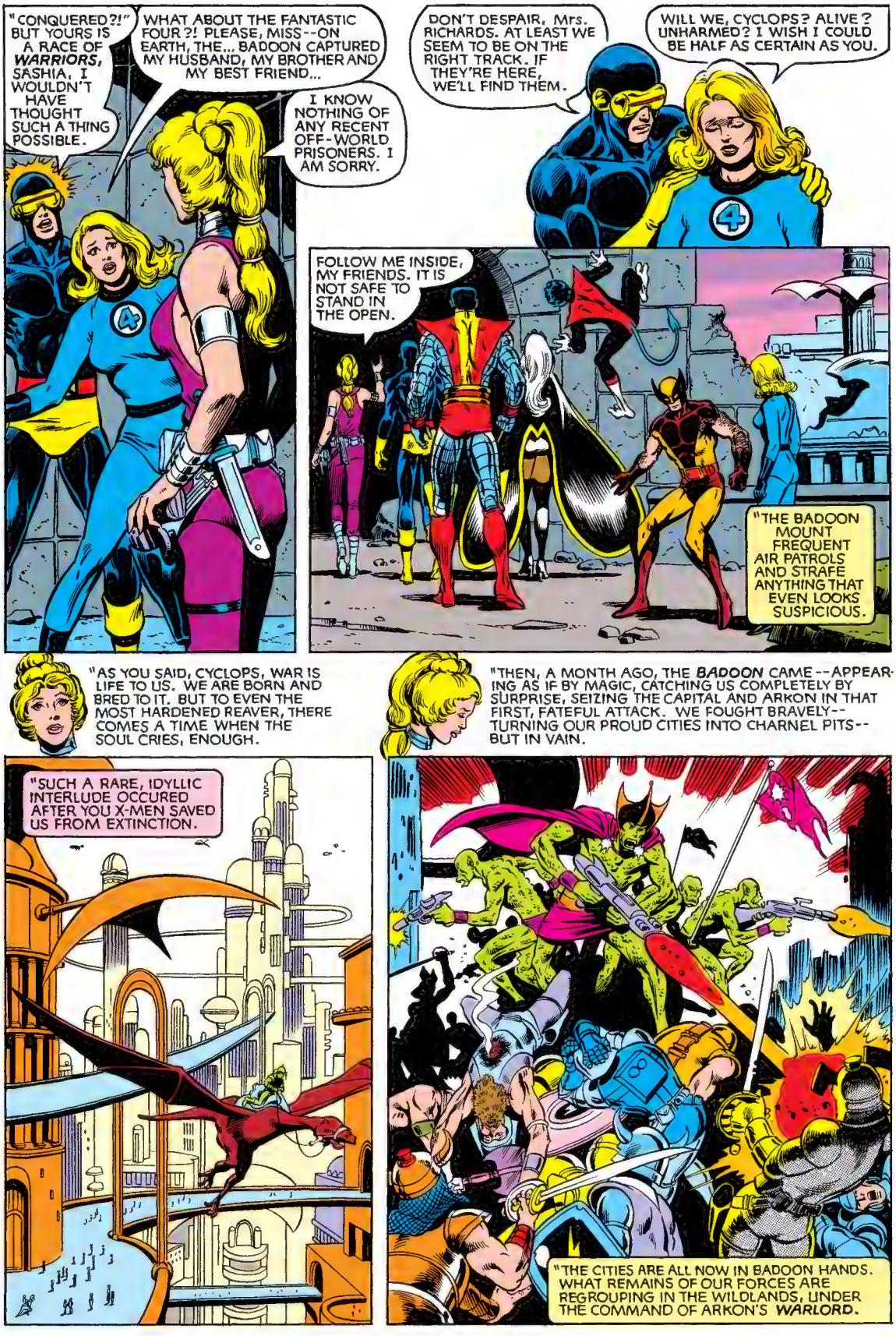
...OR DIE!
ALIVE!!
I... I'M... ALIVE!
IT WAS ONLY... ANOTHER DREAM.
BUT THE IMAGES, THE PHYSICAL SENSATIONS, WERE SO REAL!
I CAN STILL FEEL THE PAIN OF MY WOUNDS, REMEMBER THE SIGHT OF MY BODY COVERED WITH MY OWN BLOOD...
...AND THE BLOOD OF THOSE I HAD SLAIN.
GODDESS, WHAT IS HAPPENING TO ME?! WHAT DO THESE NIGHTMARES MEAN?!
LATER, IN THE KITCHEN OF THE SPRAWLING, VENERABLE MANSION WHICH SERVES AS THE X-MEN'S HOME AND SECRET HEADQUARTERS...
LET'S EXAMINE THIS CALMLY... LOGICALLY. THE DREAMS BEGAN A FORTNIGHT AGO AND HAVE BECOME INCREASINGLY MORE VIVID AND VIOLENT. THE SETTING IS ARKON'S OTHER-DIMENSIONAL WORLD. THE X-MEN ARE FIGHTING WITH HIM AGAINST A RACE OF... SNAKE PEOPLE.
JUST THINKING OF THEM MAKES MY SKIN CRAWL.
WHAT'S THAT--?! A SOUND -- SOMEONE'S ON THE PORCH!
IT'S THREE A.M. WHO WOULD BE WANDERING ABOUT AT THIS HOUR?!
I'LL SOON SEE--ONCE I GENERATE A GUST OF WIND TO BLOW OPEN THE BACK DOOR...
...AND SWEEP OUR VISITORS INSIDE!
MOMMY!
IT'S ALRIGHT, DARLING. DON'T BE FRIGHTENED. WE'RE SAFE NOW.
I'M... SUSAN RICHARDS. PLEASE... HELP US...
4

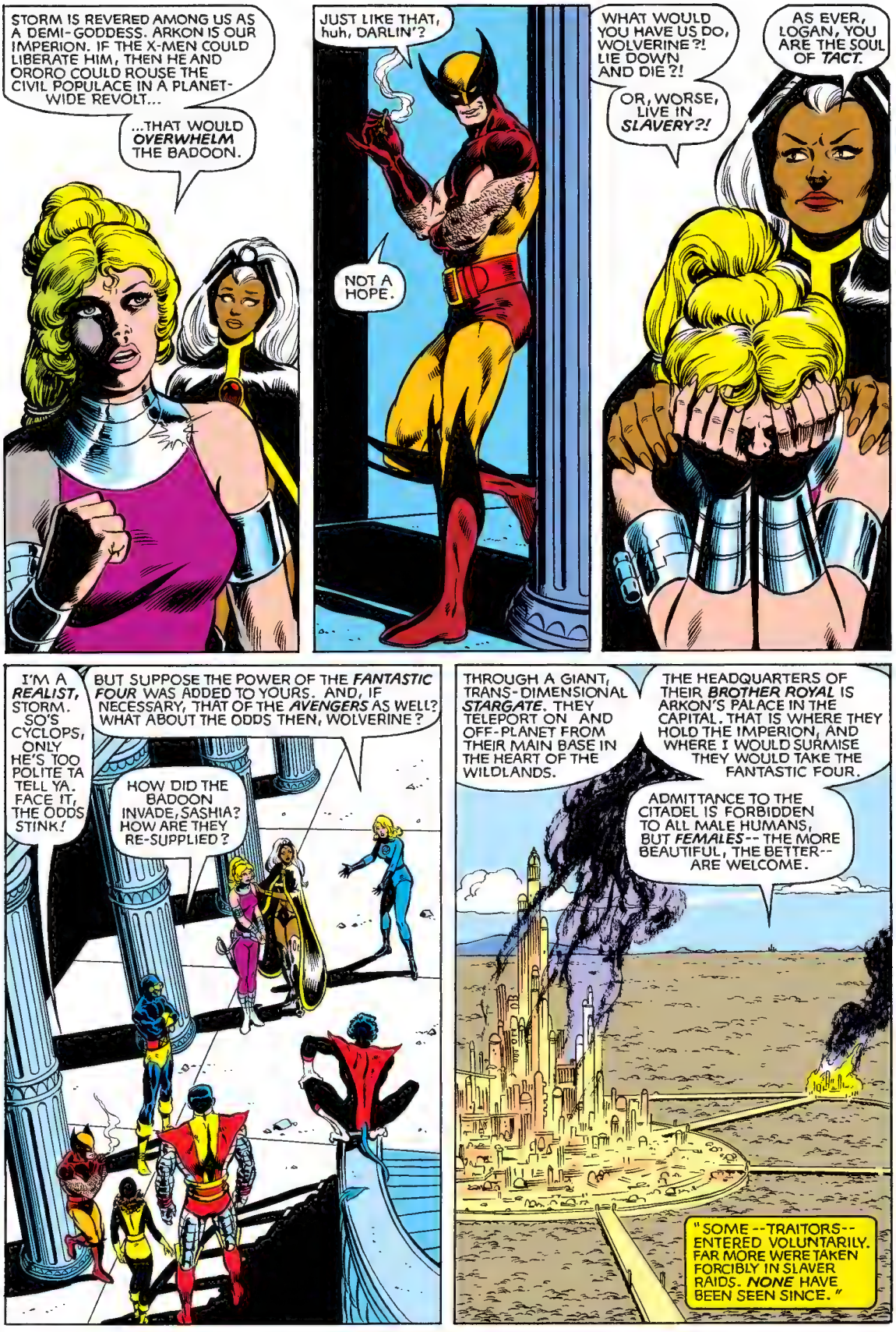

AFTER CARRYING THE SEMI-CONSCIOUS INVISIBLE GIRL TO THE MEDILAB, STORM ROUSES PROFESSOR XAVIER AND HER FELLOW X-MEN. THEN, THEY SETTLE DOWN TO WAIT, WHILE XAVIER'S COLLEAGUE, Dr. MOIRA MacTAGGERT, TENDS TO THEIR STRICKEN GUEST.
HERE SHE IS, CHARLES. THERE'S REALLY NOTHING WRONG WITH Mrs. RICHARDS. HER COLLAPSE WAS MOSTLY DUE TO EXTREME FATIGUE AN' EMOTIONAL STRESS. SHE'S HAD A VERY ROUGH NIGHT.
WHAT MAY THE X-MEN DO FOR YOU, Mrs. RICHARDS?
QUICKLY, CONCISELY, SUE RECOUNTS THE EVENTS OF EARLY EVENING...
THE WOMAN CALLED HERSELF "SHI'AR." HER LAST WORDS WERE:
"ARKON... BADOON THREATEN... LILANDRA... DANGER! MUST FIND... TELL... XAVIER." THAT'S WHY--WHEN SHE WAS KILLED AND THE F.F KIDNAPPED-- I FELT I HAD TO COME TO YOU.
ARKON--?!
THIS COULD NOT BE A COINCIDENCE. THERE HAS TO BE SOME CONNEC-TION WITH MY DREAMS.
LILANDRA? THE WOMAN I LOVE-- RULER OF A GALAXY-SPANNING EMPIRE-- THREATENED? IN DANGER?
PROFESSOR, I THINK I MUST TELL YOU ALL OF SOME RECENT NIGHTMARES...
AND WHEN STORM'S TALE IS FINISHED...
THE PIECES OF THIS PUZZLE ARE FITTING TOGETHER WITH UNCOMFORTABLE EASE. THIS IS A SHI'AR BLASTER.
YOU ARE SENIOR MEMBER OF THE X-MEN, CYCLOPS. WHAT IS YOUR ASSESSMENT OF THE SITUATION?
OBVIOUSLY, THERE'S TROUBLE. THESE BADOON EVIDENTLY THREATEN BOTH ARKON AND LILANDRA. WE'RE FRIENDS OF BOTH. I DON'T SEE THAT WE HAVE ANY CHOICE.
WE HAVE TO GO TO THEIR AID.

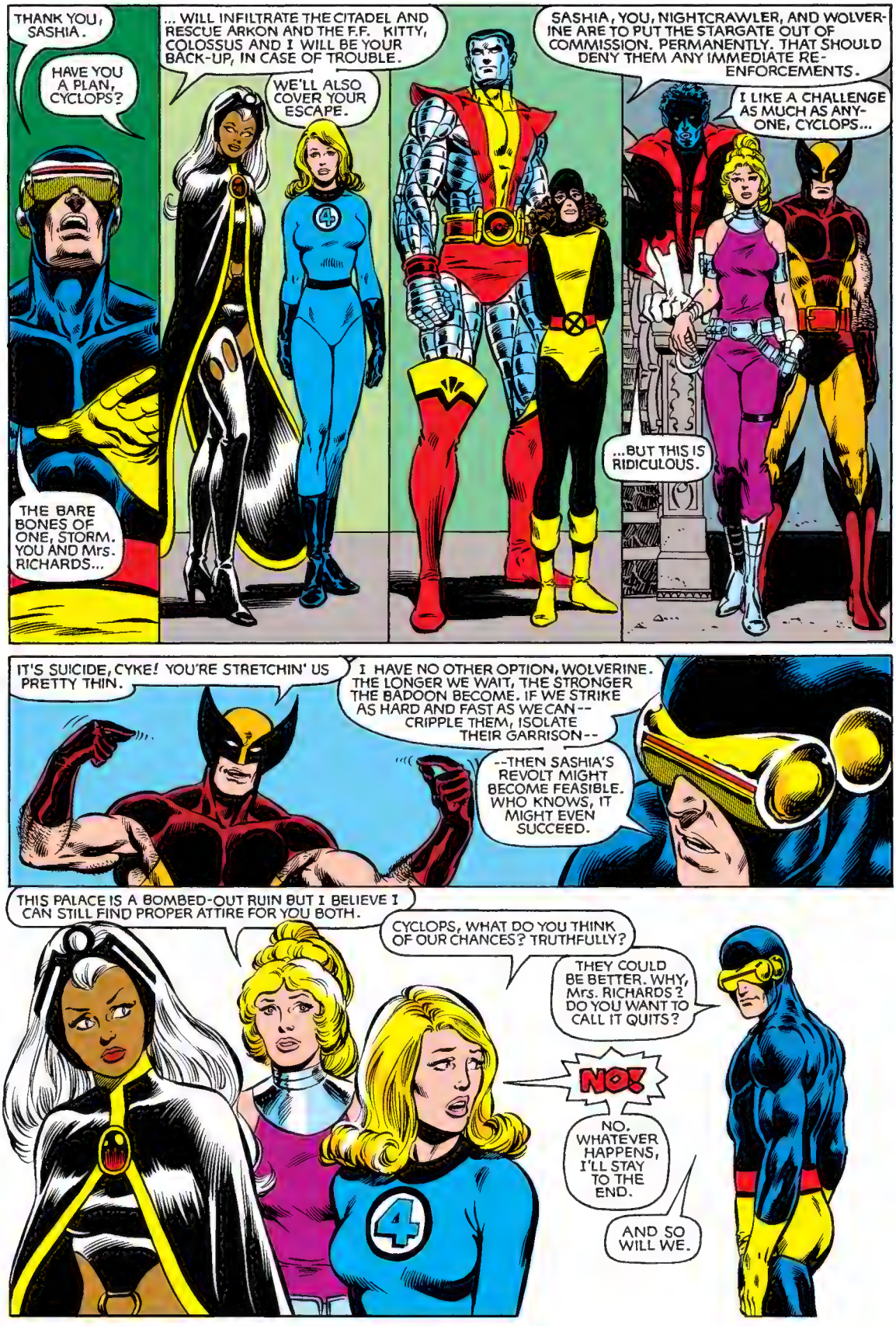

WE'VE NO WAY OF REACHING THE SHI'AR EMPIRE, SO WE'LL START WITH ARKON. Mrs. RICHARDS, I SUGGEST...
I'M COMING WITH YOU, CYCLOPS. MY HUSBAND, MY BROTHER, MY FRIEND-- MY TEAM-MATES-- ARE PRISONERS SOMEWHERE. I INTEND TO DO MY PART TO FREE THEM.
OR... AVENGE THEM.
Uhm, PROFESSOR, I'M AN X-MAN TOO, Y'KNOW. DO I GET TO GO...
...OR DO I GET LEFT BEHIND?
YOU'VE MORE THAN PROVEN YOUR WORTH, SPRITE. IF CYCLOPS AND STORM HAVE NO OBJECTIONS, YOU HAVE MY PERMISSION.
CYCLOPS AND STORM HAVE PLENTY OF OBJECTIONS, BUT IN THE END, NEITHER CAN DENY THAT KITTY PRYDE HAS EARNED HER PLACE ON THE TEAM.
Oh--BOY!!
I'LL GO PUT ON MY NEW COSTUME! IT'S EVEN BETTER THAN THE LAST ONE!
I SUGGEST THE REST OF YOU FOLLOW SUIT.
MEET HERE IN FIFTEEN MINUTES.
AND SO...
EVERYONE READY? WHERE'S KITTY?
WHERE D' YOU THINK, CYKE?
SHE WISHES TO SURPRISE US-- AGAIN!
HERE I AM!
WHAT DO YOU THINK? ISN'T IT WONDER-FUL???
It... is certainly a surprise, kätzchen.
Sigh.
AN... ADMIRABLE EFFORT, CHILD. BUT, UNDER THE CIRCUMSTANCES...
... I BELIEVE YOUR REGULAR UNIFORM WILL BE FAR MORE APPROPRIATE.

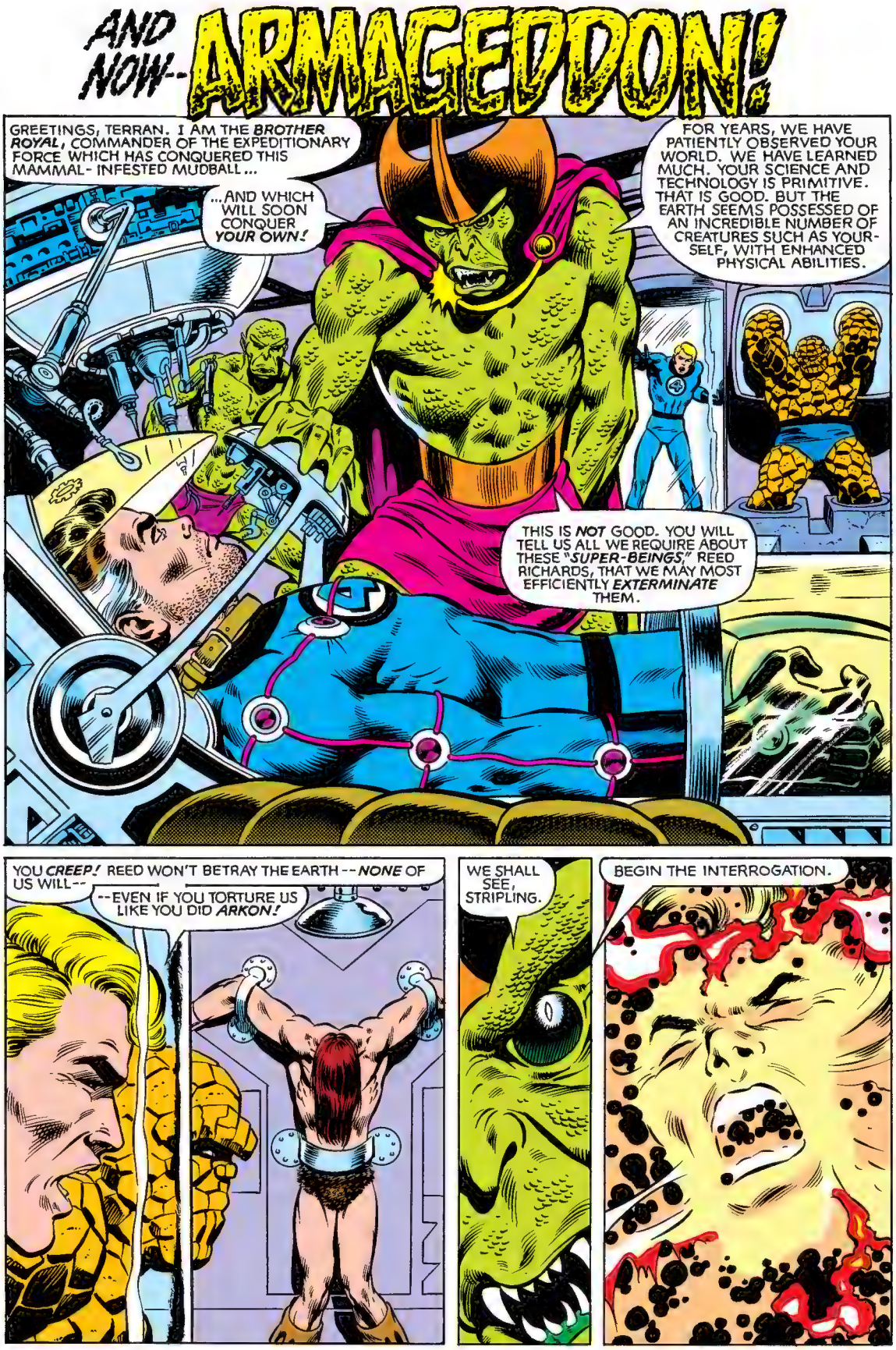
POOH!
YOU PEOPLE HAVE ABSOLUTELY NO TASTE!
CYCLOPS, SHOULDN'T WE CALL ON THE AVENGERS FOR ASSISTANCE?
I'VE ALREADY TRIED. ACCORDING TO THEIR BUTLER, JARVIS, THEY'RE AWAY ON A MISSION. DO YOU WANT TO WAIT FOR THEIR RETURN?
NO. TOO MUCH TIME HAS PASSED ALREADY. LET'S GET THIS SHOW ON THE ROAD.
ARKON'S GOLDEN LIGHTNING BOLTS...
...WILL TELEPORT US TO HIS WORLD. I'M AFRAID THE TRANSITION IS SOMEWHAT WRENCHING.
GOOD-BYE, FRANKLIN. I'LL BE BACK SOON-- WITH DADDY. UNTIL THEN, BE A GOOD BOY.
THE BOLTS--
--LEFT OVER FROM THE X-MEN'S LAST ENCOUNTER WITH ARKON* -- ARE CAST. AND, IN AN EXPLOSION OF BLINDING LIGHT AND SOUND--
*X-MEN ANNUAL #3, 1979 --LOUISE.
...OUR HEROES VANISH!
GODSPEED, MY X-MEN.
I WISH I COULD GO WITH YOU, FIGHT BY YOUR SIDE. I PRAY WITH ALL MY HEART...
...THAT YOU RETURN SAFE.

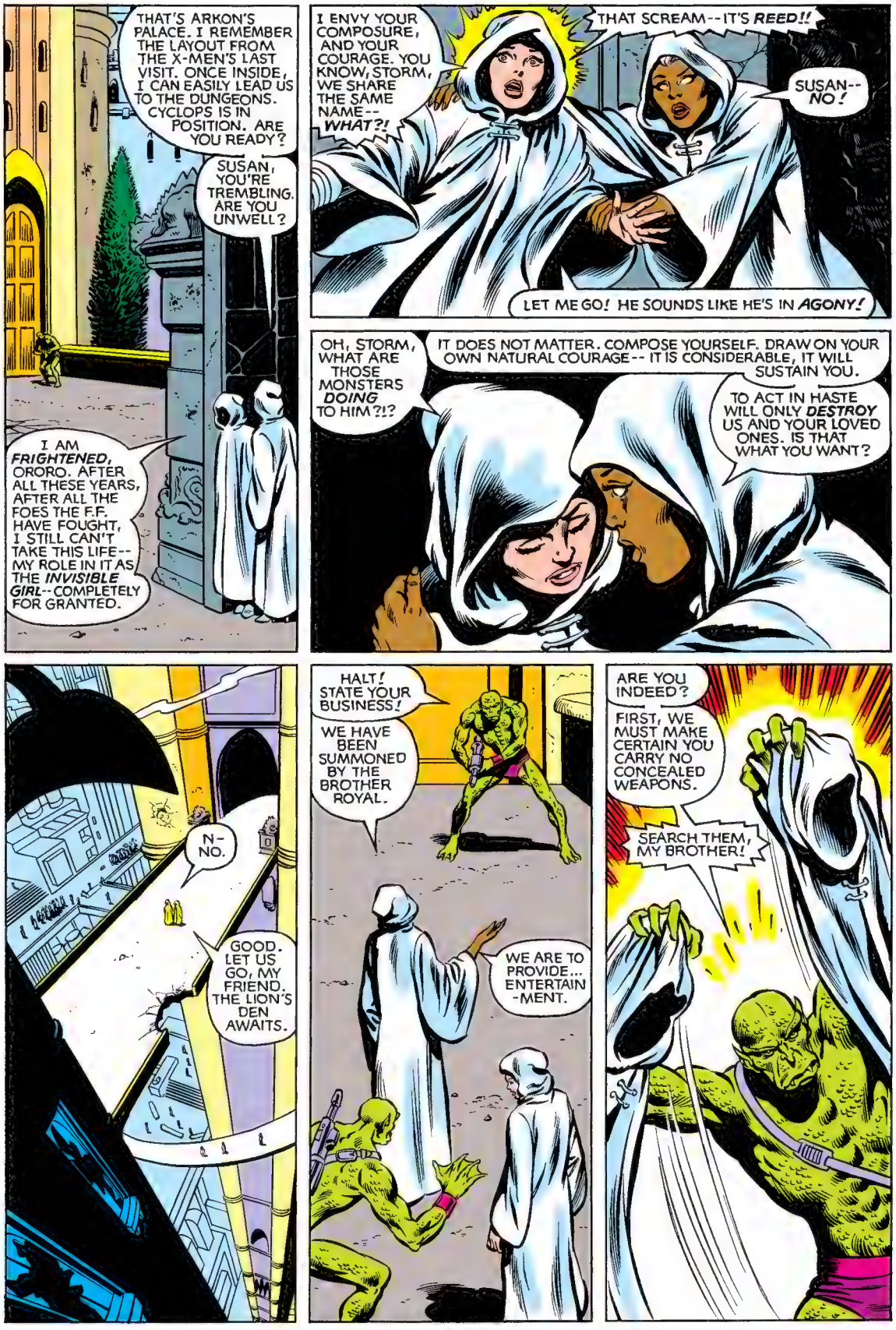

The Sundered Realm!
THE AIR IS FOUL, THICK WITH THE STENCH OF CARRION, THE ACRID TANG OF UNCHECKED FIRES. THE SKY IS OVERCAST, CREATING AN EERIE TWILIGHT EFFECT ON THIS WORLD OF ETERNAL DAY, AND ON THE HORIZON, A CITY BURNS.
THERE IS A HUSHED, UNNATURAL STILLNESS ABOUT THE X-MEN AS THEY MATERIALIZE AMONG THE RUINS OF ARKON'S COUNTRY PALACE--ALMOST AS IF THE PLANET ITSELF HAD DIED.
WE'VE ARRIVED, BOSS.
WHAT A MESS!
SACRED RINGS OF FIRE--MY PLAN WAS SUCCESSFUL!
GREETINGS, X-MEN! NEVER HAS YOUR PRESENCE BEEN MORE WELCOME, YOUR POWER SO SORELY NEEDED.
SASHIA!
SHE'S APPRENTICE TO ARKON'S GRAND VIZIER--AND A FRIEND! HOW ARE YOU?
WHAT HAPPENED HERE, SASHIA? DID YOU SEND THE SHI'AR TO EARTH?
NO, NIGHT-CRAWLER. D'SYNDRI WAS AN ESCAPED PRISONER, ACTING INDEPENDENTLY OF ME, BUT WITH THE SAME GOAL.
FORGIVE ME, MY DEAR FRIEND. IT WAS I WHO MYSTICALLY "SENT" THE DREAMS THAT TORMENTED YOU, HOPING THAT THEY WOULD PROMPT THE X-MEN TO INVESTIGATE.
WE HAVE BEEN INVADED AND... CONQUERED--OUR VALIANT IMPERION, ARKON, TAKEN PRISONER--
--BY THE BROTHERHOOD OF BADOON!

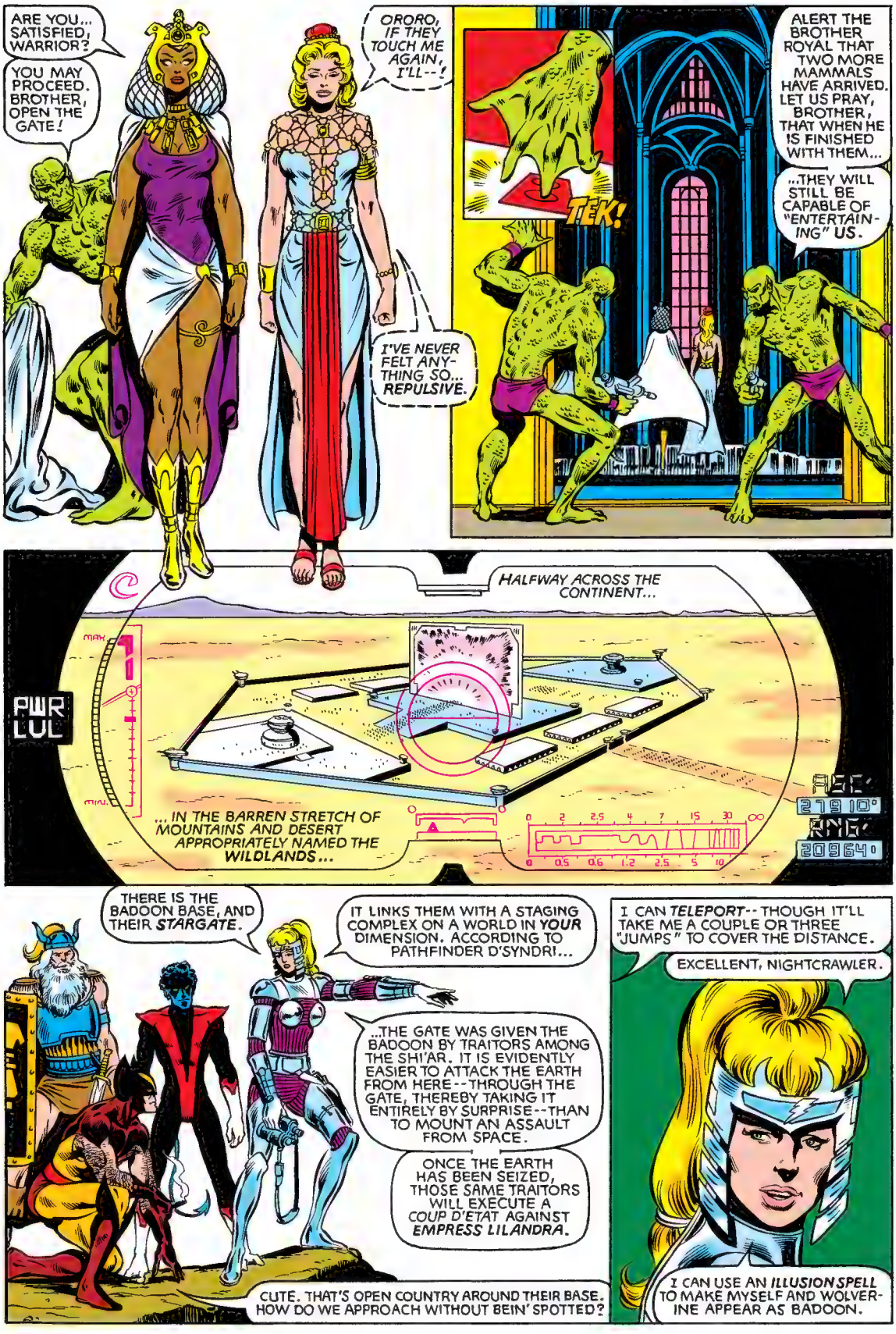

"CONQUERED?!" BUT YOURS IS A RACE OF WARRIORS, SASHIA. I WOULDN'T HAVE THOUGHT SUCH A THING POSSIBLE.
WHAT ABOUT THE FANTASTIC FOUR?! PLEASE, MISS--ON EARTH, THE... BADOON CAPTURED MY HUSBAND, MY BROTHER AND MY BEST FRIEND...
I KNOW NOTHING OF ANY RECENT OFF-WORLD PRISONERS. I AM SORRY.
DON'T DESPAIR, Mrs. RICHARDS. AT LEAST WE SEEM TO BE ON THE RIGHT TRACK. IF THEY'RE HERE, WE'LL FIND THEM.
WILL WE, CYCLOPS? ALIVE? UNHARMED? I WISH I COULD BE HALF AS CERTAIN AS YOU.
FOLLOW ME INSIDE, MY FRIENDS. IT IS NOT SAFE TO STAND IN THE OPEN.
"THE BADOON MOUNT FREQUENT AIR PATROLS AND STRAFE ANYTHING THAT EVEN LOOKS SUSPICIOUS.
"AS YOU SAID, CYCLOPS, WAR IS LIFE TO US. WE ARE BORN AND BRED TO IT. BUT TO EVEN THE MOST HARDENED REAVER, THERE COMES A TIME WHEN THE SOUL CRIES, ENOUGH.
"THEN, A MONTH AGO, THE BADOON CAME--APPEARING AS IF BY MAGIC, CATCHING US COMPLETELY BY SURPRISE, SEIZING THE CAPITAL AND ARKON IN THAT FIRST, FATEFUL ATTACK. WE FOUGHT BRAVELY--TURNING OUR PROUD CITIES INTO CHARNEL PITS--BUT IN VAIN.
"SUCH A RARE, IDYLLIC INTERLUDE OCCURED AFTER YOU X-MEN SAVED US FROM EXTINCTION.
"THE CITIES ARE ALL NOW IN BADOON HANDS. WHAT REMAINS OF OUR FORCES ARE REGROUPING IN THE WILDLANDS, UNDER THE COMMAND OF ARKON'S WARLORD.


STORM IS REVERED AMONG US AS A DEMI-GODDESS. ARKON IS OUR IMPERION. IF THE X-MEN COULD LIBERATE HIM, THEN HE AND ORORO COULD ROUSE THE CIVIL POPULACE IN A PLANET-WIDE REVOLT...
...THAT WOULD *OVERWHELM* THE BADOON.
JUST LIKE THAT, huh, DARLIN'?
NOT A HOPE.
WHAT WOULD YOU HAVE US DO, WOLVERINE?! LIE DOWN AND DIE?!
OR, WORSE, LIVE IN *SLAVERY*?!
AS EVER, LOGAN, YOU ARE THE SOUL OF *TACT*.
I'M A *REALIST*, STORM. SO'S CYCLOPS, ONLY HE'S TOO POLITE TA TELL YA. FACE IT, THE ODDS STINK!
BUT SUPPOSE THE POWER OF THE *FANTASTIC FOUR* WAS ADDED TO YOURS. AND, IF NECESSARY, THAT OF THE *AVENGERS* AS WELL? WHAT ABOUT THE ODDS THEN, WOLVERINE?
HOW DID THE BADOON INVADE, SASHIA? HOW ARE THEY RE-SUPPLIED?
THROUGH A GIANT, TRANS-DIMENSIONAL *STARGATE*. THEY TELEPORT ON AND OFF-PLANET FROM THEIR MAIN BASE IN THE HEART OF THE WILDLANDS.
THE HEADQUARTERS OF THEIR *BROTHER ROYAL* IS ARKON'S PALACE IN THE CAPITAL. THAT IS WHERE THEY HOLD THE IMPERION, AND WHERE I WOULD SURMISE THEY WOULD TAKE THE FANTASTIC FOUR.
ADMITTANCE TO THE CITADEL IS FORBIDDEN TO ALL MALE HUMANS, BUT *FEMALES*-- THE MORE BEAUTIFUL, THE BETTER-- ARE WELCOME.
"SOME --TRAITORS-- ENTERED VOLUNTARILY. FAR MORE WERE TAKEN FORCIBLY IN SLAVER RAIDS. *NONE* HAVE BEEN SEEN SINCE."

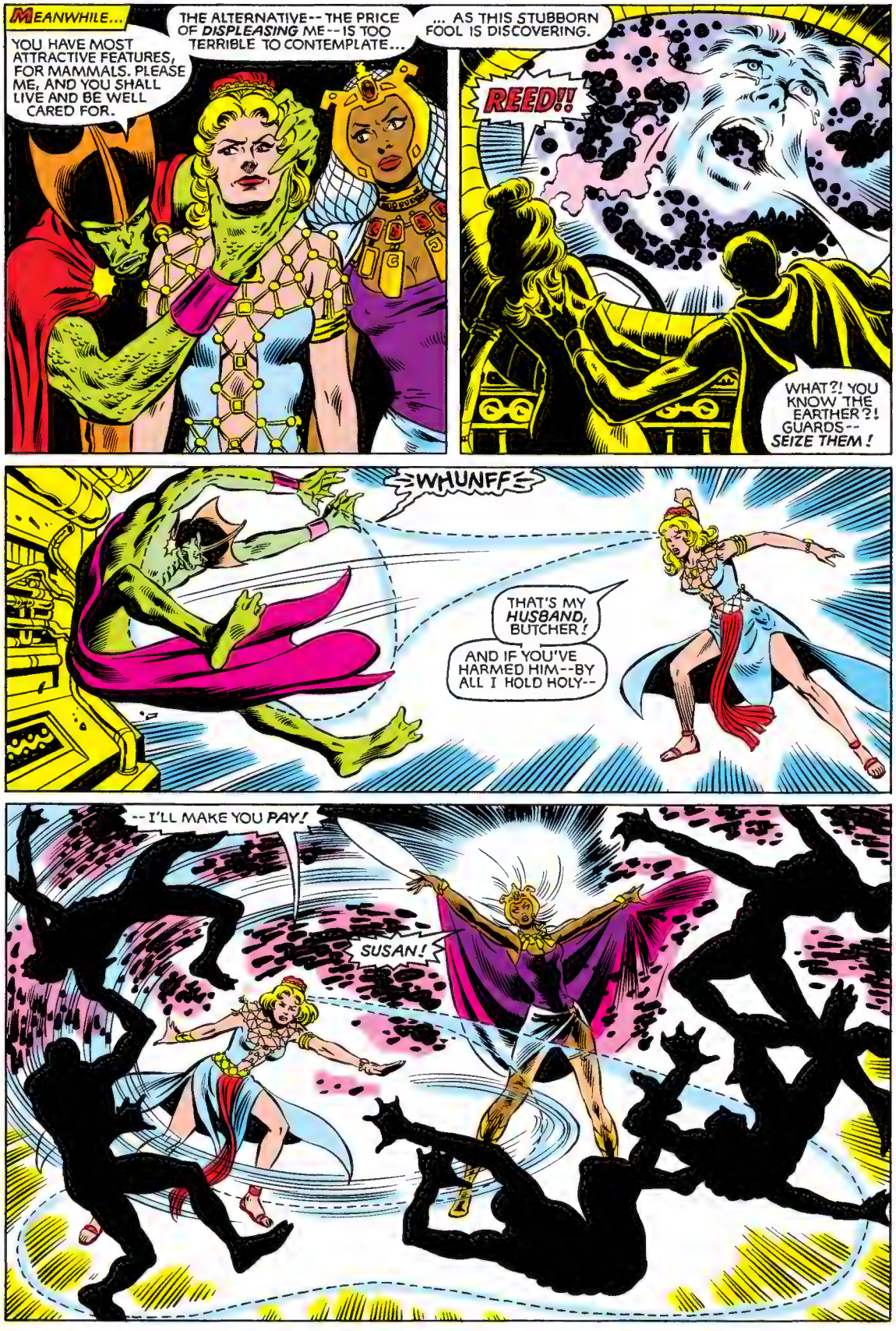

THANK YOU, SASHIA.
HAVE YOU A PLAN, CYCLOPS?
THE BARE BONES OF ONE, STORM. YOU AND Mrs. RICHARDS...
... WILL INFILTRATE THE CITADEL AND RESCUE ARKON AND THE F.F. KITTY, COLOSSUS AND I WILL BE YOUR BACK-UP, IN CASE OF TROUBLE.
WE'LL ALSO COVER YOUR ESCAPE.
SASHIA, YOU, NIGHTCRAWLER, AND WOLVERINE ARE TO PUT THE STARGATE OUT OF COMMISSION. PERMANENTLY. THAT SHOULD DENY THEM ANY IMMEDIATE RE-ENFORCEMENTS.
I LIKE A CHALLENGE AS MUCH AS ANYONE, CYCLOPS...
...BUT THIS IS RIDICULOUS.
IT'S SUICIDE, CYKE! YOU'RE STRETCHIN' US PRETTY THIN.
I HAVE NO OTHER OPTION, WOLVERINE. THE LONGER WE WAIT, THE STRONGER THE BADOON BECOME. IF WE STRIKE AS HARD AND FAST AS WE CAN -- CRIPPLE THEM, ISOLATE THEIR GARRISON--
--THEN SASHIA'S REVOLT MIGHT BECOME FEASIBLE. WHO KNOWS, IT MIGHT EVEN SUCCEED.
THIS PALACE IS A BOMBED-OUT RUIN BUT I BELIEVE I CAN STILL FIND PROPER ATTIRE FOR YOU BOTH.
CYCLOPS, WHAT DO YOU THINK OF OUR CHANCES? TRUTHFULLY?
THEY COULD BE BETTER. WHY, Mrs. RICHARDS? DO YOU WANT TO CALL IT QUITS?
NO!
NO. WHATEVER HAPPENS, I'LL STAY TO THE END.
AND SO WILL WE.

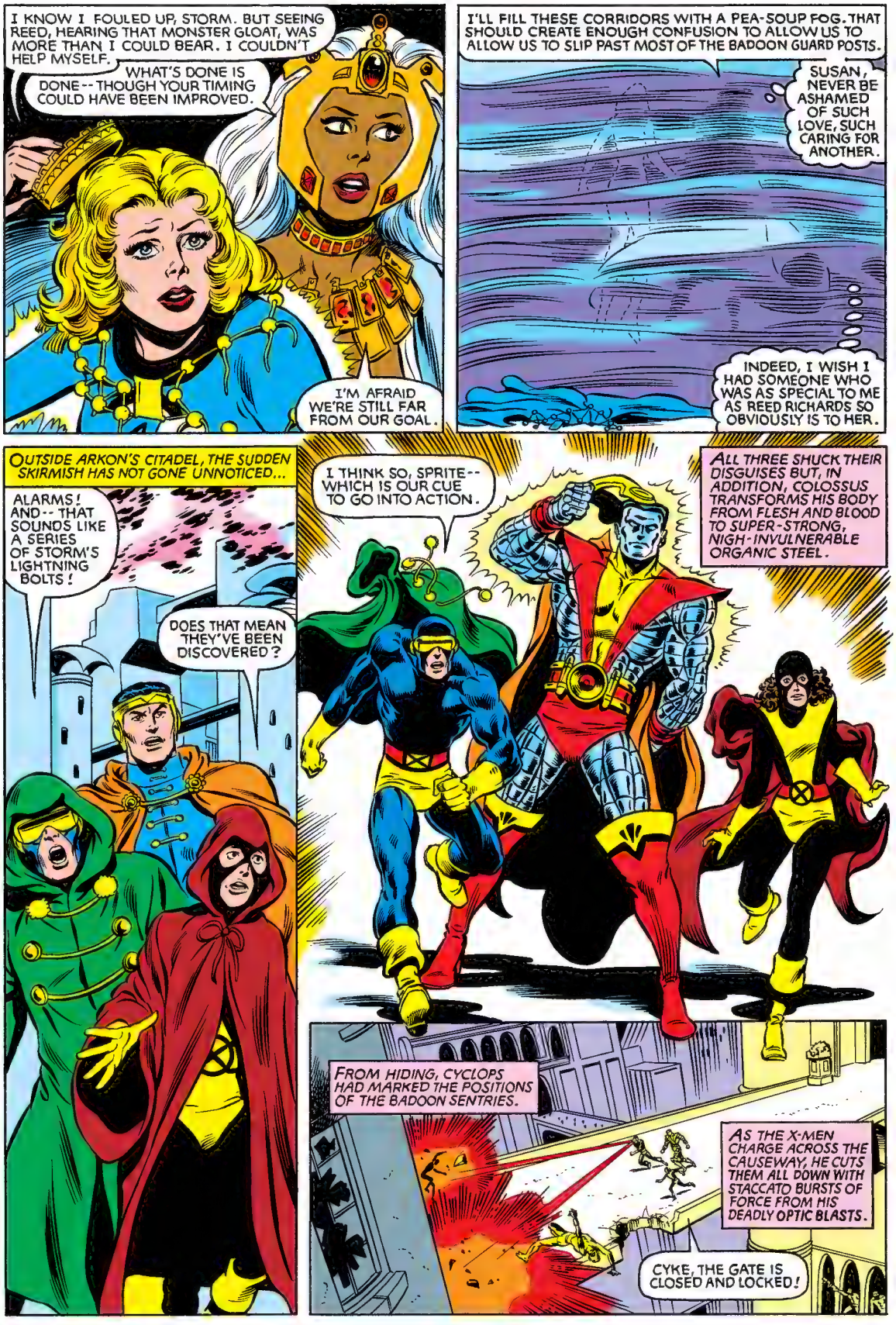

AND NOW-- ARMAGEDDON!
GREETINGS, TERRAN. I AM THE BROTHER ROYAL, COMMANDER OF THE EXPEDITIONARY FORCE WHICH HAS CONQUERED THIS MAMMAL- INFESTED MUDBALL...
...AND WHICH WILL SOON CONQUER YOUR OWN!
FOR YEARS, WE HAVE PATIENTLY OBSERVED YOUR WORLD. WE HAVE LEARNED MUCH. YOUR SCIENCE AND TECHNOLOGY IS PRIMITIVE. THAT IS GOOD. BUT THE EARTH SEEMS POSSESSED OF AN INCREDIBLE NUMBER OF CREATURES SUCH AS YOURSELF, WITH ENHANCED PHYSICAL ABILITIES.
THIS IS NOT GOOD. YOU WILL TELL US ALL WE REQUIRE ABOUT THESE "SUPER-BEINGS," REED RICHARDS, THAT WE MAY MOST EFFICIENTLY EXTERMINATE THEM.
YOU CREEP! REED WON'T BETRAY THE EARTH -- NONE OF US WILL--
--EVEN IF YOU TORTURE US LIKE YOU DID ARKON!
WE SHALL SEE, STRIPLING.
BEGIN THE INTERROGATION.

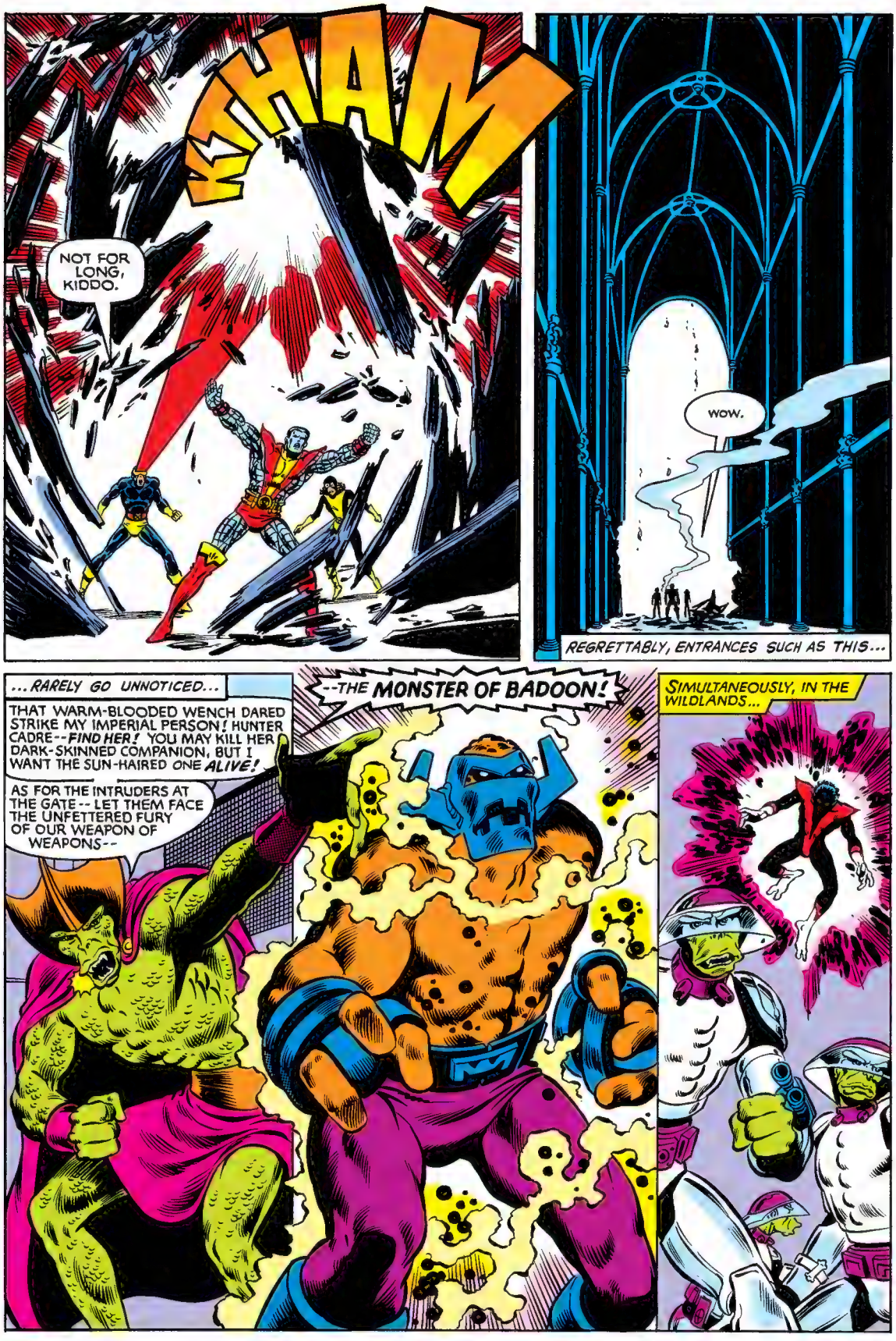

THAT'S ARKON'S PALACE. I REMEMBER THE LAYOUT FROM THE X-MEN'S LAST VISIT. ONCE INSIDE, I CAN EASILY LEAD US TO THE DUNGEONS. CYCLOPS IS IN POSITION. ARE YOU READY?
SUSAN, YOU'RE TREMBLING. ARE YOU UNWELL?
I AM FRIGHTENED, ORORO. AFTER ALL THESE YEARS, AFTER ALL THE FOES THE F.F. HAVE FOUGHT, I STILL CAN'T TAKE THIS LIFE-- MY ROLE IN IT AS THE INVISIBLE GIRL--COMPLETELY FOR GRANTED.
I ENVY YOUR COMPOSURE, AND YOUR COURAGE. YOU KNOW, STORM, WE SHARE THE SAME NAME--
WHAT?!
THAT SCREAM--IT'S REED!!
SUSAN-- NO!
LET ME GO! HE SOUNDS LIKE HE'S IN AGONY!
OH, STORM, WHAT ARE THOSE MONSTERS DOING TO HIM?!?
IT DOES NOT MATTER. COMPOSE YOURSELF. DRAW ON YOUR OWN NATURAL COURAGE-- IT IS CONSIDERABLE, IT WILL SUSTAIN YOU.
TO ACT IN HASTE WILL ONLY DESTROY US AND YOUR LOVED ONES. IS THAT WHAT YOU WANT?
N-NO.
GOOD. LET US GO, MY FRIEND. THE LION'S DEN AWAITS.
HALT! STATE YOUR BUSINESS!
WE HAVE BEEN SUMMONED BY THE BROTHER ROYAL.
WE ARE TO PROVIDE... ENTERTAIN-MENT.
ARE YOU INDEED?
FIRST, WE MUST MAKE CERTAIN YOU CARRY NO CONCEALED WEAPONS.
SEARCH THEM, MY BROTHER!

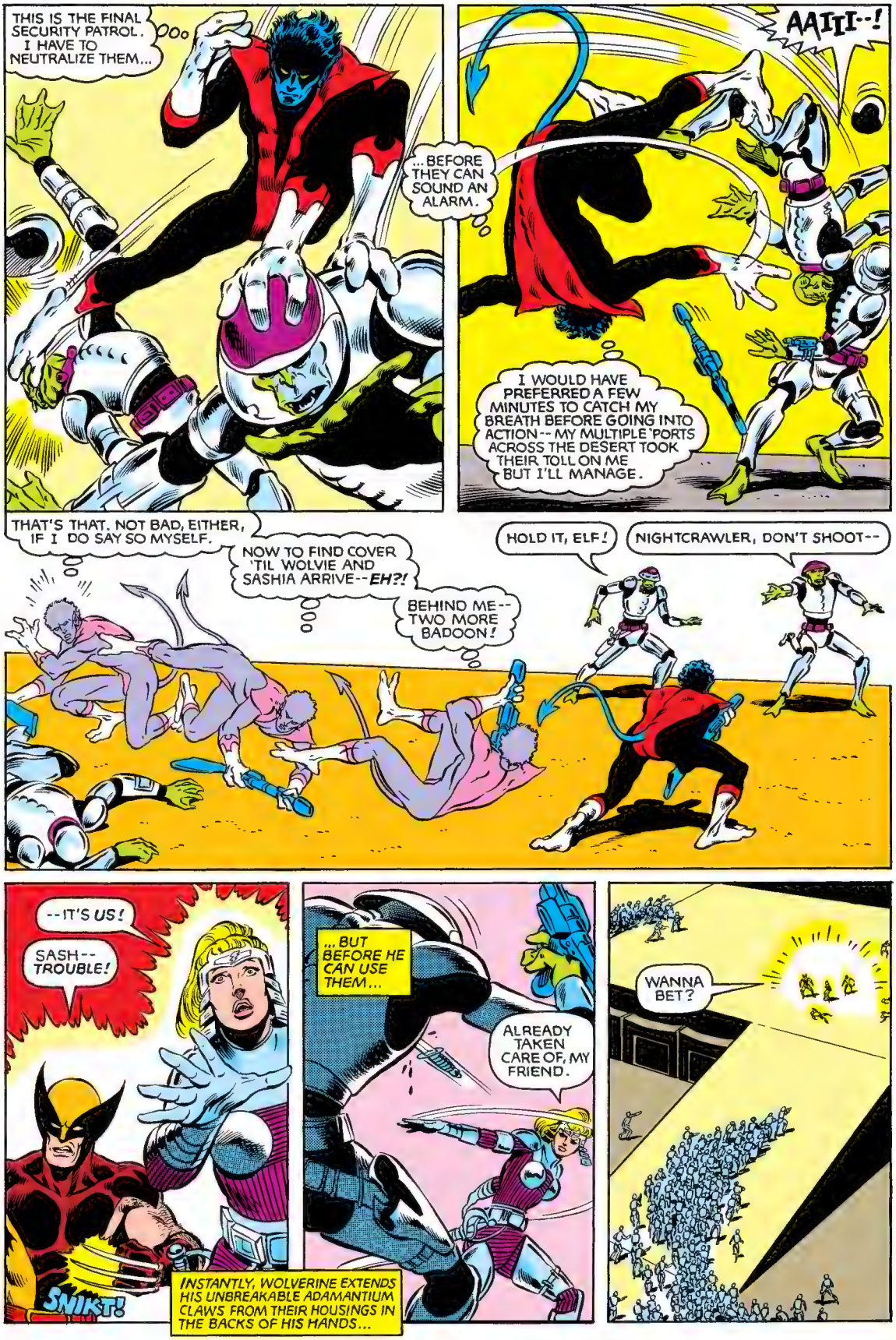

ARE YOU... SATISFIED, WARRIOR?
YOU MAY PROCEED. BROTHER, OPEN THE GATE!
ORORO, IF THEY TOUCH ME AGAIN, I'LL--!
I'VE NEVER FELT ANYTHING SO... REPULSIVE.
TEK!
ALERT THE BROTHER ROYAL THAT TWO MORE MAMMALS HAVE ARRIVED. LET US PRAY, BROTHER, THAT WHEN HE IS FINISHED WITH THEM...
...THEY WILL STILL BE CAPABLE OF "ENTERTAINING" US.
HALFWAY ACROSS THE CONTINENT...
PWR LVL
MAX
MIN
...IN THE BARREN STRETCH OF MOUNTAINS AND DESERT APPROPRIATELY NAMED THE WILDLANDS...
AZ
279 10°
RNG
20964
THERE IS THE BADOON BASE, AND THEIR STARGATE.
IT LINKS THEM WITH A STAGING COMPLEX ON A WORLD IN YOUR DIMENSION. ACCORDING TO PATHFINDER D'SYNDRI...
..THE GATE WAS GIVEN THE BADOON BY TRAITORS AMONG THE SHI'AR. IT IS EVIDENTLY EASIER TO ATTACK THE EARTH FROM HERE--THROUGH THE GATE, THEREBY TAKING IT ENTIRELY BY SURPRISE--THAN TO MOUNT AN ASSAULT FROM SPACE.
ONCE THE EARTH HAS BEEN SEIZED, THOSE SAME TRAITORS WILL EXECUTE A COUP D'ETAT AGAINST EMPRESS LILANDRA.
CUTE. THAT'S OPEN COUNTRY AROUND THEIR BASE. HOW DO WE APPROACH WITHOUT BEIN' SPOTTED?
I CAN TELEPORT-- THOUGH IT'LL TAKE ME A COUPLE OR THREE "JUMPS" TO COVER THE DISTANCE.
EXCELLENT, NIGHTCRAWLER.
I CAN USE AN ILLUSION SPELL TO MAKE MYSELF AND WOLVERINE APPEAR AS BADOON.

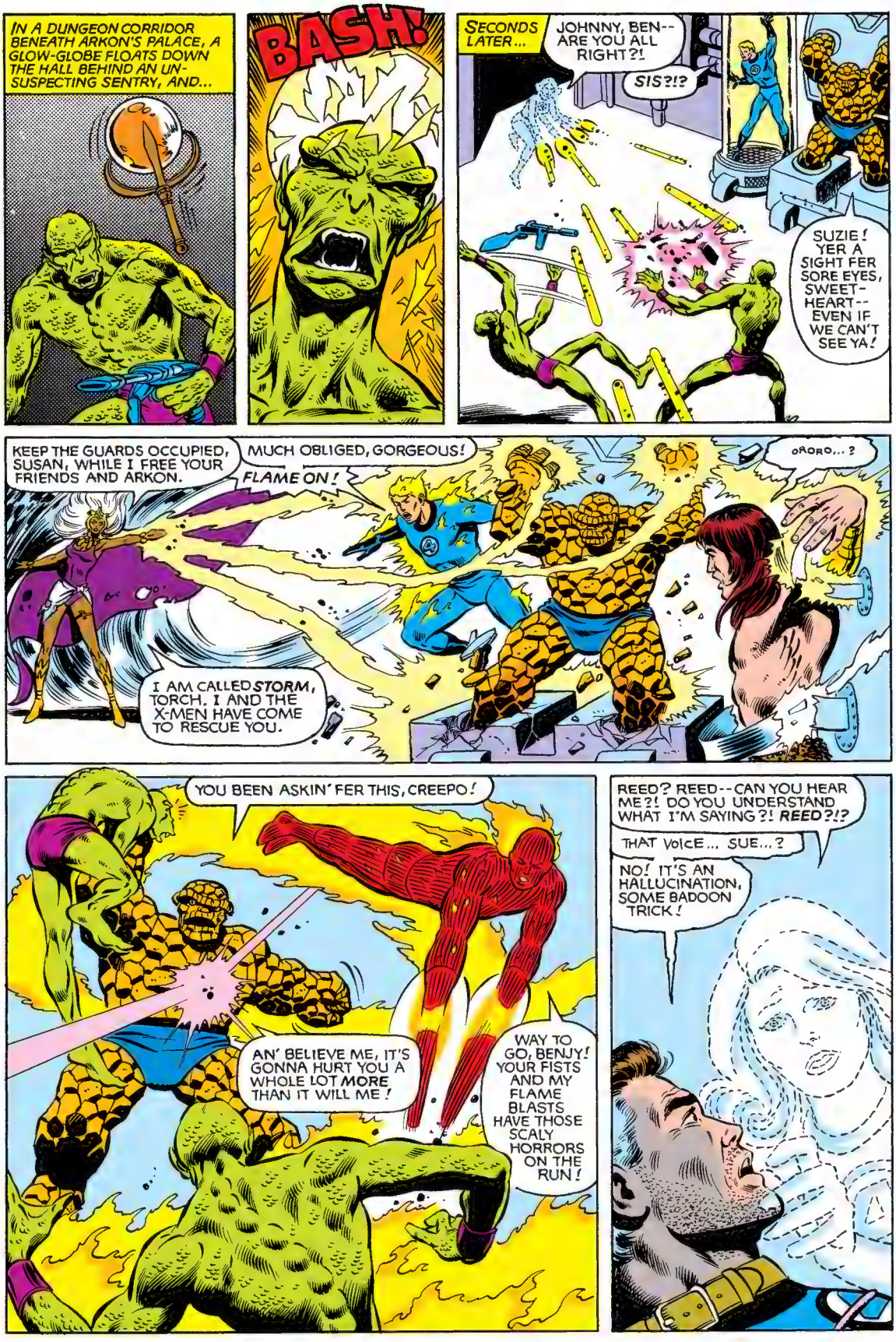
I WOULD CONCEAL YOU ALSO, NIGHTCRAWLER, IF I COULD. BUT THE SPELL'S INFLUENCE IS LIMITED.
TOO BAD YER WORLD'S LIT BY PERPETUAL SUNLIGHT, SASH. WITH HIS COLORING, THE ELF'S AT A DISADVANTAGE IN THE DAYTIME. NIGHT'S MORE HIS ELEMENT. MINE, TOO.
AH, WELL. CAN'T HAVE EVERYTHING, I GUESS. SADDLE UP, TROOPS, AN' LET'S GO TO WORK.
A MOMENT, MEIN FREUND. DURING THIS BATTLE, WILL YOU USE YOUR CLAWS?
THEY AIN'T HERE FOR SHOW, 'CRAWLER. OF COURSE, I'LL USE 'EM. THIS IS WAR, PAL, AN' I'M A SOLDIER. THE BADOON ARE THE ENEMY. I'M GONNA SHOW THEM THE SAME MERCY THEY'D SHOW ME.
LAY OFF, KURT! I DON'T HEAR YOU ASKIN' SASHIA AN' THE WARLORD THEIR INTENTIONS.
KILLIN' COMES WITH THE TERRITORY. IT CAN'T BE AVOIDED. SO DON'T ASK ME TO HOLD BACK, 'CAUSE I WON'T. AN' DON'T TRY TO STOP ME, 'CAUSE YOU CAN'T.
I... UNDERSTAND. BUT SO MUST YOU. WE ARE NOT MERELY WARRIORS, OR EVEN PEOPLE.
WE HAVE A RESPONSIBILITY TO STAND FOR SOMETHING GREATER THAN OURSELVES. WE REPRESENT AN IDEAL, A DREAM. WE MUST BE BETTER THAN THE BEST, LOGAN, IN ALL THINGS.
YOU ARE CORRECT. I CANNOT STOP YOU. BUT I CAN -- AND WILL -- MAKE YOU AWARE OF WHAT YOU DO, AND OF HOW SERIOUS IT IS. THE TAKING OF A LIFE -- ANY LIFE, NO MATTER HOW... JUSTIFIED -- IS NOT A CASUAL THING. IT SHOULD NEVER BE TREATED LIGHTLY.
I MAY BE TOO OLD TO CHANGE, EVEN IF I WANTED TO.
PERHAPS. BUT YOU ARE TOO HONORABLE A MAN NOT TO AT LEAST TRY.
MADNESS! THE VERY QUALITIES THAT WOULD MAKE WOLVERINE A HERO IN OUR WORLD, MAKE HIM AN OUTCAST IN YOURS. THAT IS A SHAME, A TRAGIC WASTE.
FAREWELL, COMRADES. WHEN WE RECEIVE YOUR SIGNAL, I SHALL LEAD MY LEGIONS AGAINST THE BADOON ENCAMPMENT.
IT SHOULD BE A GLORIOUS BATTLE!


MEANWHILE...
YOU HAVE MOST ATTRACTIVE FEATURES, FOR MAMMALS. PLEASE ME, AND YOU SHALL LIVE AND BE WELL CARED FOR.
THE ALTERNATIVE-- THE PRICE OF DISPLEASING ME--IS TOO TERRIBLE TO CONTEMPLATE...
... AS THIS STUBBORN FOOL IS DISCOVERING.
REED!!
WHAT?! YOU KNOW THE EARTHER?! GUARDS-- SEIZE THEM!
WHUNFF
THAT'S MY HUSBAND, BUTCHER!
AND IF YOU'VE HARMED HIM--BY ALL I HOLD HOLY--
--I'LL MAKE YOU PAY!
SUSAN!


I KNOW I FOULED UP, STORM. BUT SEEING REED, HEARING THAT MONSTER GLOAT, WAS MORE THAN I COULD BEAR. I COULDN'T HELP MYSELF.
WHAT'S DONE IS DONE -- THOUGH YOUR TIMING COULD HAVE BEEN IMPROVED.
I'M AFRAID WE'RE STILL FAR FROM OUR GOAL.
I'LL FILL THESE CORRIDORS WITH A PEA-SOUP FOG. THAT SHOULD CREATE ENOUGH CONFUSION TO ALLOW US TO ALLOW US TO SLIP PAST MOST OF THE BADOON GUARD POSTS.
SUSAN, NEVER BE ASHAMED OF SUCH LOVE, SUCH CARING FOR ANOTHER.
INDEED, I WISH I HAD SOMEONE WHO WAS AS SPECIAL TO ME AS REED RICHARDS SO OBVIOUSLY IS TO HER.
OUTSIDE ARKON'S CITADEL, THE SUDDEN SKIRMISH HAS NOT GONE UNNOTICED...
ALARMS! AND -- THAT SOUNDS LIKE A SERIES OF STORM'S LIGHTNING BOLTS!
DOES THAT MEAN THEY'VE BEEN DISCOVERED?
I THINK SO, SPRITE -- WHICH IS OUR CUE TO GO INTO ACTION.
ALL THREE SHUCK THEIR DISGUISES BUT, IN ADDITION, COLOSSUS TRANSFORMS HIS BODY FROM FLESH AND BLOOD TO SUPER-STRONG, NIGH-INVULNERABLE ORGANIC STEEL.
FROM HIDING, CYCLOPS HAD MARKED THE POSITIONS OF THE BADOON SENTRIES.
AS THE X-MEN CHARGE ACROSS THE CAUSEWAY, HE CUTS THEM ALL DOWN WITH STACCATO BURSTS OF FORCE FROM HIS DEADLY OPTIC BLASTS.
CYKE, THE GATE IS CLOSED AND LOCKED!

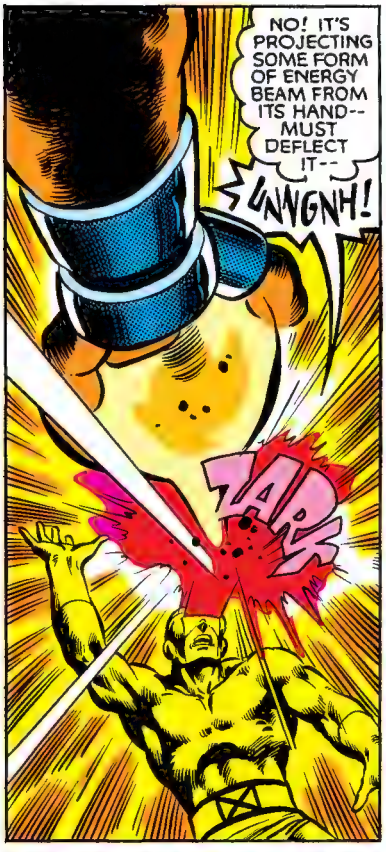

KI-HAM!
NOT FOR LONG, KIDDO.
WOW.
REGRETTABLY, ENTRANCES SUCH AS THIS...
...RARELY GO UNNOTICED...
THAT WARM-BLOODED WENCH DARED STRIKE MY IMPERIAL PERSON! HUNTER CADRE--FIND HER! YOU MAY KILL HER DARK-SKINNED COMPANION, BUT I WANT THE SUN-HAIRED ONE ALIVE!
AS FOR THE INTRUDERS AT THE GATE -- LET THEM FACE THE UNFETTERED FURY OF OUR WEAPON OF WEAPONS--
--THE MONSTER OF BADOON!
SIMULTANEOUSLY, IN THE WILDLANDS...

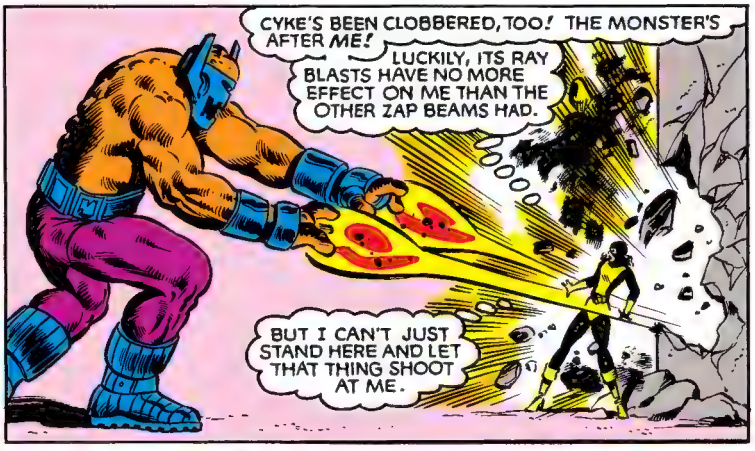

THIS IS THE FINAL SECURITY PATROL. I HAVE TO NEUTRALIZE THEM...
...BEFORE THEY CAN SOUND AN ALARM.
AAIII--!
I WOULD HAVE PREFERRED A FEW MINUTES TO CATCH MY BREATH BEFORE GOING INTO ACTION -- MY MULTIPLE 'PORTS ACROSS THE DESERT TOOK THEIR TOLL ON ME BUT I'LL MANAGE.
THAT'S THAT. NOT BAD, EITHER, IF I DO SAY SO MYSELF.
NOW TO FIND COVER 'TIL WOLVIE AND SASHIA ARRIVE--EH?!
BEHIND ME-- TWO MORE BADOON!
HOLD IT, ELF!
NIGHTCRAWLER, DON'T SHOOT--
--IT'S US!
SASH-- TROUBLE!
SNIKT!
...BUT BEFORE HE CAN USE THEM...
ALREADY TAKEN CARE OF, MY FRIEND.
WANNA BET?
INSTANTLY, WOLVERINE EXTENDS HIS UNBREAKABLE ADAMANTIUM CLAWS FROM THEIR HOUSINGS IN THE BACKS OF HIS HANDS...


IN A DUNGEON CORRIDOR BENEATH ARKON'S PALACE, A GLOW-GLOBE FLOATS DOWN THE HALL BEHIND AN UN-SUSPECTING SENTRY, AND...
BASH!
SECONDS LATER...
JOHNNY, BEN--ARE YOU ALL RIGHT?!
SIS?!?
SUZIE! YER A SIGHT FER SORE EYES, SWEET-HEART--EVEN IF WE CAN'T SEE YA!
KEEP THE GUARDS OCCUPIED, SUSAN, WHILE I FREE YOUR FRIENDS AND ARKON.
MUCH OBLIGED, GORGEOUS!
FLAME ON!
OROROROR...?
I AM CALLED STORM, TORCH. I AND THE X-MEN HAVE COME TO RESCUE YOU.
YOU BEEN ASKIN' FER THIS, CREEPO!
AN' BELIEVE ME, IT'S GONNA HURT YOU A WHOLE LOT MORE THAN IT WILL ME!
WAY TO GO, BENJY! YOUR FISTS AND MY FLAME BLASTS HAVE THOSE SCALY HORRORS ON THE RUN!
REED? REED--CAN YOU HEAR ME?! DO YOU UNDERSTAND WHAT I'M SAYING?! REED?!?
THAT VOICE... SUE...?
NO! IT'S AN HALLUCINATION, SOME BADOON TRICK!

I'M AS REAL AS YOU ARE, MY DARLING. AND I'LL HAVE YOU OUT OF THIS DISGUSTING CONTRAPTION IN NOTIME.
IT *IS* YOU! I'D HOPED-- I'D PRAYED-- YOU'D ESCAPED.
I... WAS SO AFRAID I'D NEVER SEE YOU AND FRANKLIN AGAIN.
OH, *SUE*--!
I KNOW, MY LOVE. I FELT THE SAME. BUT EVERYTHING'S GOING TO BE JUST FINE NOW, YOU'LL SEE.
ARKON!
I WOULD RISE TO GREET YOU PROPERLY, WIND-RIDER...
...BUT MY LEGS DO NOT SEEM TO WORK.
WHAT HAVE THEY *DONE* TO YOU?!
WHEN THE BADOON SAW THEY COULD NOT BREAK MY SPIRIT...
...THEY DID THEIR BEST TO BREAK MY BODY INSTEAD.
HOW TOUCHING. I HAD NOT REALIZED THAT AN IMPERION WAS CAPABLE OF GIVING--MUCH LESS EVOKING-- SUCH TENDER SENTIMENTS. 'TIS A PITY THAT THE MOMENT WILL BE SO TRAGICALLY SHORT-LIVED.
BEHOLD, MAMMALS, THE BADOON *HUNTERS*-- THE FIERCEST WARRIORS IN CREATION. BEG NOT FOR MERCY-- IT IS TOO LATE FOR THAT-- BECAUSE THE ORDER OF THE DAY IS...
...KILL!!

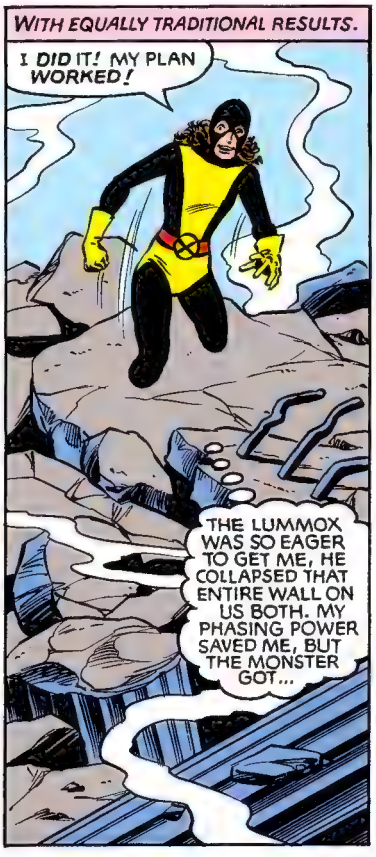
UPSTAIRS...
THE NARROWNESS OF THIS CORRIDOR WORKS TO OUR ADVANTAGE. NO MATTER HOW MANY TROOPS THE BADOON USE AGAINST US, ONLY A FEW CAN ATTACK US AT ANY SINGLE TIME. SPRITE'S IN NO DANGER -- SO LONG AS SHE USES HER PHASING POWER TO LET THE BLASTER FIRE PASS HARMLESSLY THROUGH HER.
AND, SO FAR, THEY HAVEN'T COME UP WITH ANYTHING CAPABLE OF STOPPING COLOSSUS.
SUDDENLY, AS IF ON CUE...
BY THE WHITE WOLF!
WITH BLINDING SPEED...
...THE MONSTER OF BADOON SCOOPS UP THE YOUNG RUSSIAN -- AND HURLS HIM AWAY.
WHAM
COLOSSUS IS OUT OF ACTION -- AT LEAST, TEMPORARILY.
AND I MAY BE JOINING HIM. I'M FIRING MY OPTIC BLASTS AT FULL POWER -- BUT I'M NOT AFFECTING IT!

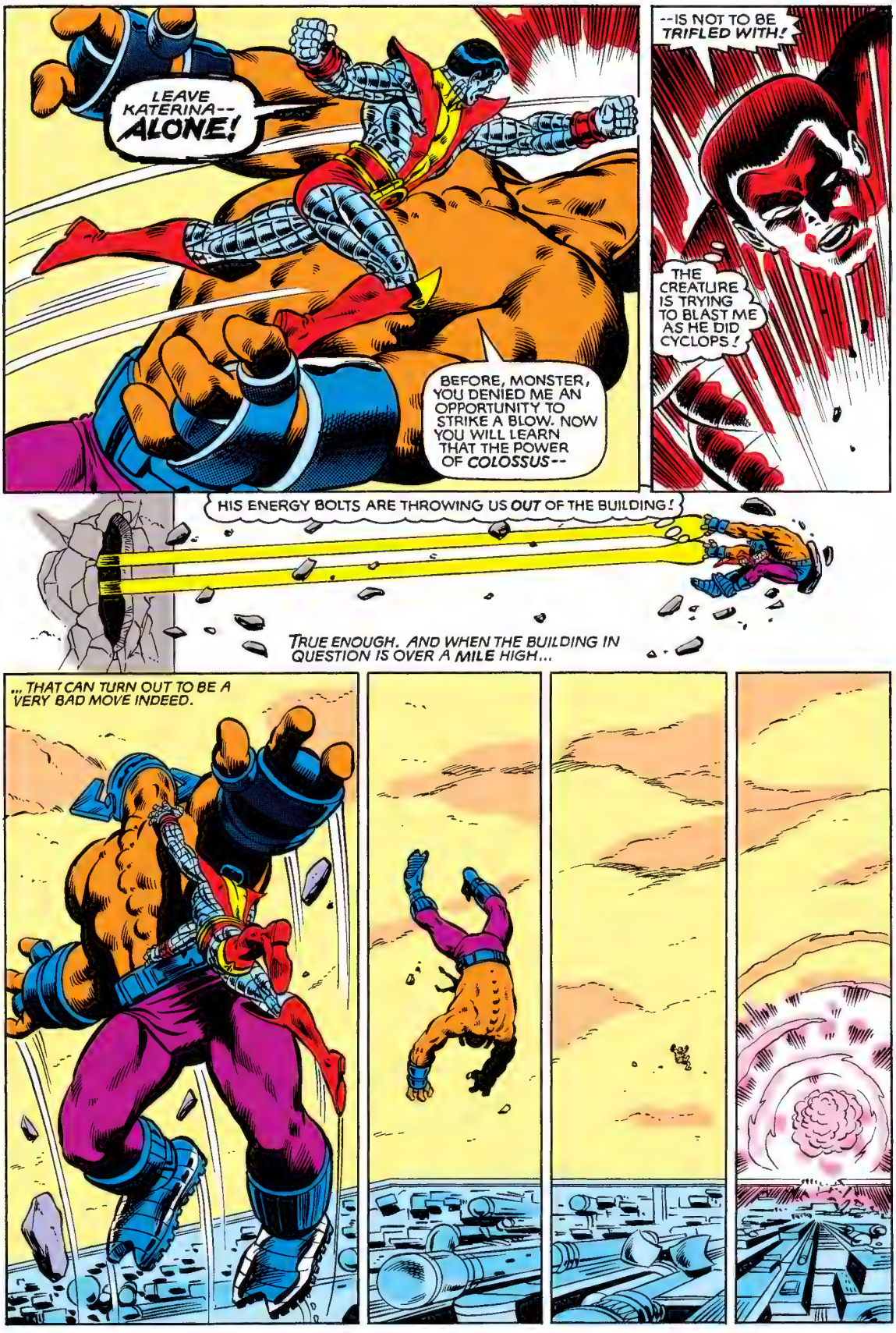



CYKE'S BEEN CLOBBERED, TOO! THE MONSTER'S AFTER ME!
LUCKILY, ITS RAY BLASTS HAVE NO MORE EFFECT ON ME THAN THE OTHER ZAP BEAMS HAD.
BUT I CAN'T JUST STAND HERE AND LET THAT THING SHOOT AT ME.

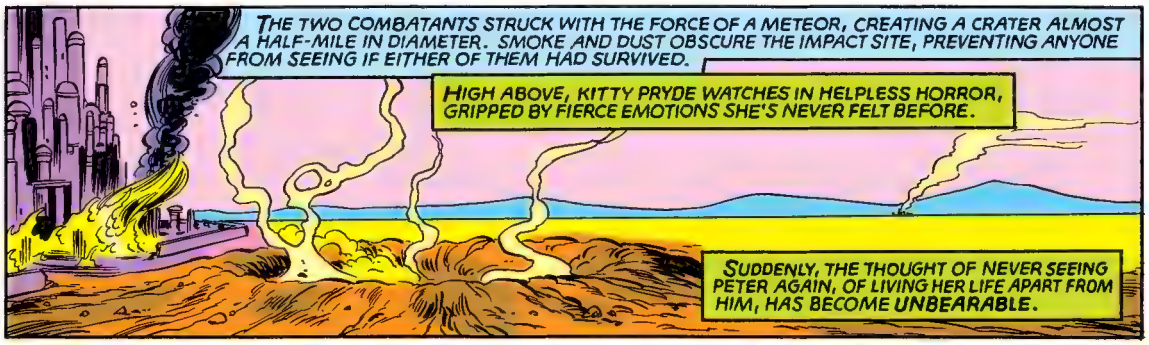
HER MUTANT PHASING ABILITY ALLOWS KITTY TO WALK THROUGH THE WALL--

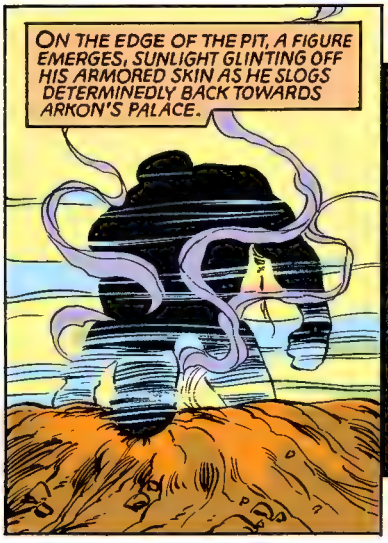
--THE ATOMS OF HER OWN BODY PASSING BETWEEN THOSE OF THE STONE. THE MONSTER CHOOSES TO FOLLOW IN A MORE TRADITIONAL MANNER.
CRIPES!

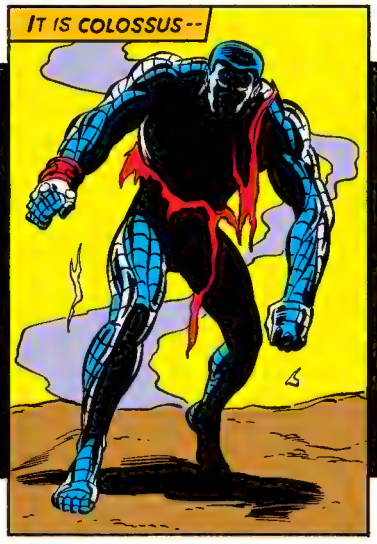

WITH EQUALLY TRADITIONAL RESULTS.
I DID IT! MY PLAN WORKED!
THE LUMMOX WAS SO EAGER TO GET ME, HE COLLAPSED THAT ENTIRE WALL ON US BOTH. MY PHASING POWER SAVED ME, BUT THE MONSTER GOT...


LEAVE KATERINA-- ALONE!
BEFORE, MONSTER, YOU DENIED ME AN OPPORTUNITY TO STRIKE A BLOW. NOW YOU WILL LEARN THAT THE POWER OF COLOSSUS--
--IS NOT TO BE TRIFLED WITH!
THE CREATURE IS TRYING TO BLAST ME AS HE DID CYCLOPS!
HIS ENERGY BOLTS ARE THROWING US OUT OF THE BUILDING!
TRUE ENOUGH. AND WHEN THE BUILDING IN QUESTION IS OVER A MILE HIGH...
... THAT CAN TURN OUT TO BE A VERY BAD MOVE INDEED.

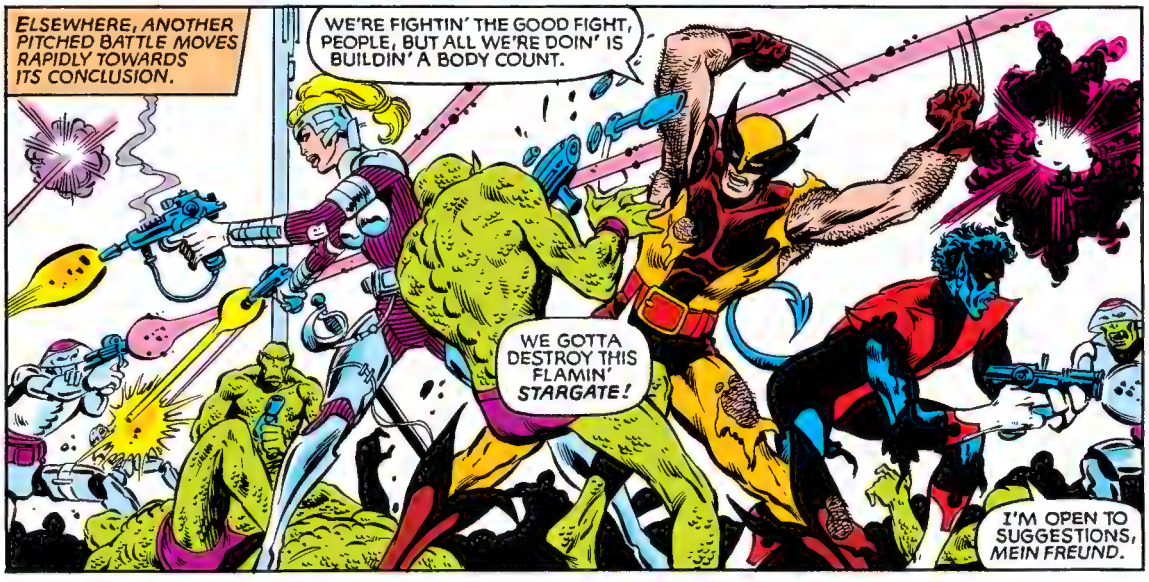
Peter...?


THE TWO COMBATANTS STRUCK WITH THE FORCE OF A METEOR, CREATING A CRATER ALMOST A HALF-MILE IN DIAMETER. SMOKE AND DUST OBSCURE THE IMPACT SITE, PREVENTING ANYONE FROM SEEING IF EITHER OF THEM HAD SURVIVED.
HIGH ABOVE, KITTY PRYDE WATCHES IN HELPLESS HORROR, GRIPPED BY FIERCE EMOTIONS SHE'S NEVER FELT BEFORE.
SUDDENLY, THE THOUGHT OF NEVER SEEING PETER AGAIN, OF LIVING HER LIFE APART FROM HIM, HAS BECOME UNBEARABLE.

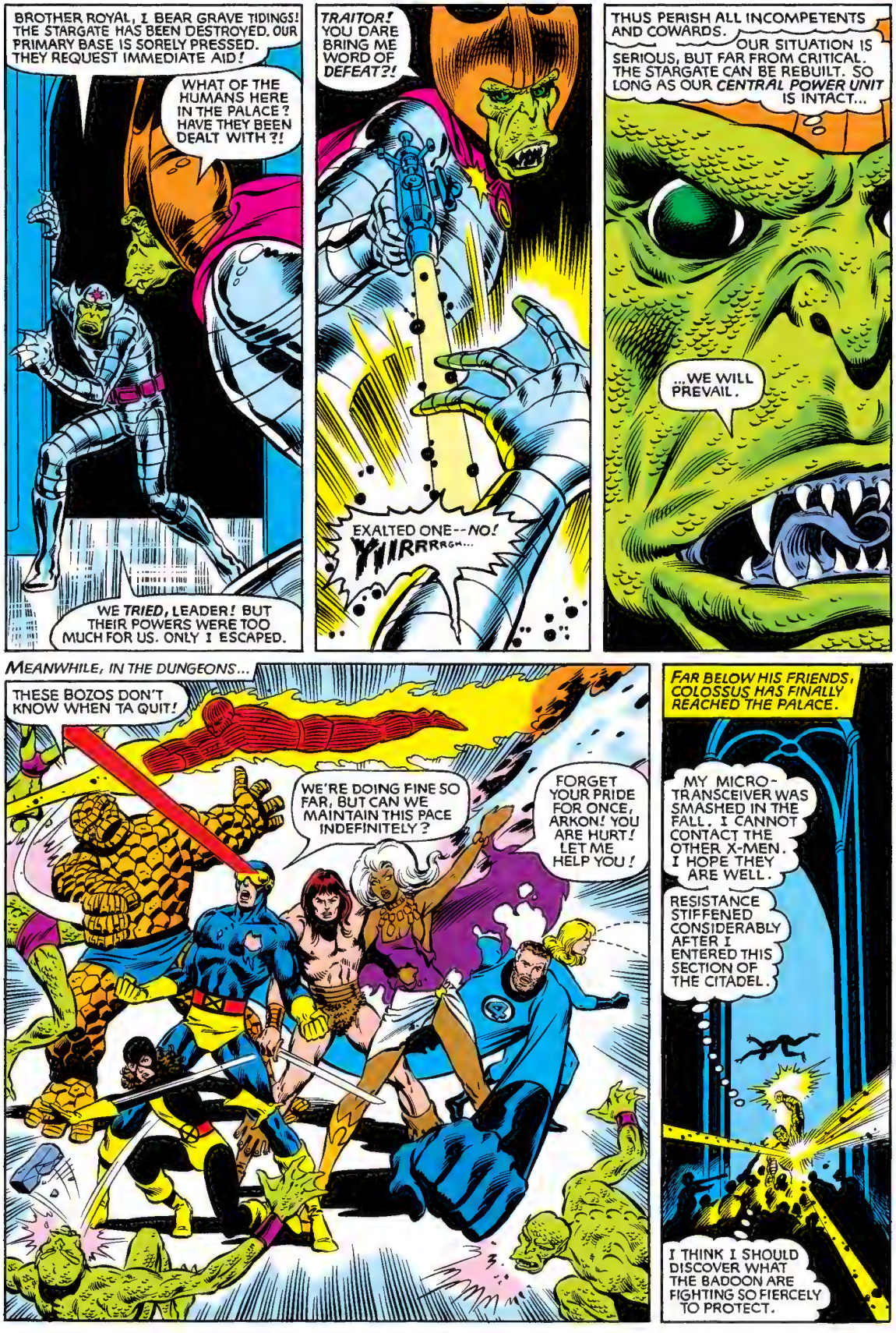

ON THE EDGE OF THE PIT, A FIGURE EMERGES, SUNLIGHT GLINTING OFF HIS ARMORED SKIN AS HE SLOGS DETERMINEDLY BACK TOWARDS ARKON'S PALACE.

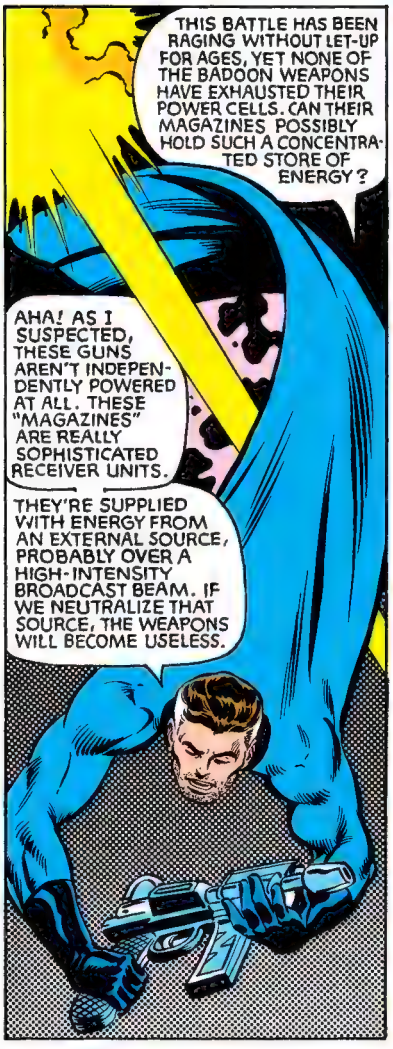

IT IS COLOSSUS--

--IN THE GRIP OF A BERSERKER RAGE THAT WOULD DAUNT EVEN WOLVERINE.


ELSEWHERE, ANOTHER PITCHED BATTLE MOVES RAPIDLY TOWARDS ITS CONCLUSION.
WE'RE FIGHTIN' THE GOOD FIGHT, PEOPLE, BUT ALL WE'RE DOIN' IS BUILDIN' A BODY COUNT.
WE GOTTA DESTROY THIS FLAMIN' STARGATE!
I'M OPEN TO SUGGESTIONS, MEIN FREUND.

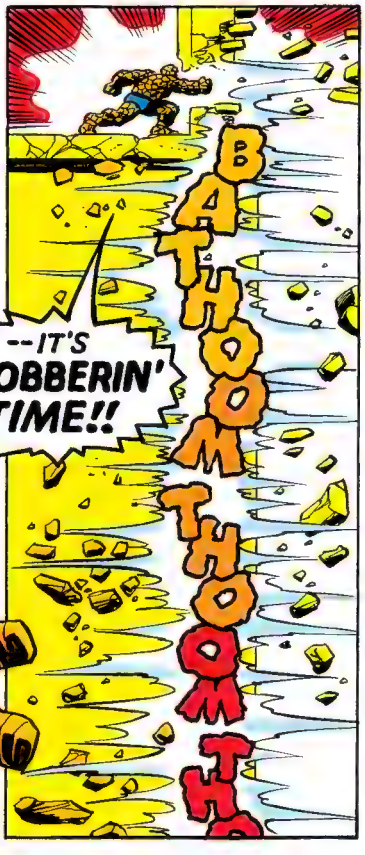
AND YOU'D BETTER MAKE THEM FAST! THE STARGATE HAS BEEN ACTIVATED!
WE'RE COPING WITH THIS GARRISON, BUT IF THE BADOON SEND IN FRESH TROOPS AND HEAVY WEAPONS, OUR CAUSE IS LOST!
WAIT-- THERE IS A WAY!
INSTANTLY, NIGHTCRAWLER TELEPORTS TO THE TOP OF THE STARGATE RAMP...
OUT OF SHEER CURIOSITY, I ASKED LILANDRA TO EXPLAIN HOW THESE 'GATES FUNCTION.
BAMF
NEAR-INFINITE AMOUNTS OF ENERGY ARE BOUND IN A DELICATELY-BALANCED MATRIX FIELD.
AND, SHE SAID, IT IS MOST VULNERABLE WHEN IT IS IN OPERATION.
GRIM DETERMINATION ON HIS FACE, NIGHTCRAWLER SPRAYS THE SHIMMERING TRANSIT SCREEN WITH NON-STOP BLASTER FIRE.
THE REACTION IS NOT LONG IN COMING.
Gods.
OUR FRIENDS HAVE PAVED THE WAY FOR US, COMRADES-- THOUGH I FEAR IT HAS COST THEM THEIR LIVES. LET US AVENGE THEM!
WARRIORS OF THE IMPERION-- ATTACK!!
WITH A ROAR TO EQUAL THAT OF THE EXPLODING STARGATE...
...ARKON'S ARMY THUNDERS OFF THE HEIGHTS, A FORCE AS IMPLACABLE, AS IRRESISTABLE, AS A TIDAL WAVE.


BROTHER ROYAL, I BEAR GRAVE TIDINGS! THE STARGATE HAS BEEN DESTROYED. OUR PRIMARY BASE IS SORELY PRESSED. THEY REQUEST IMMEDIATE AID!
WHAT OF THE HUMANS HERE IN THE PALACE? HAVE THEY BEEN DEALT WITH?!
WE TRIED, LEADER! BUT THEIR POWERS WERE TOO MUCH FOR US. ONLY I ESCAPED.
TRAITOR! YOU DARE BRING ME WORD OF DEFEAT?!
EXALTED ONE--NO!
YIIRRRRGH...
THUS PERISH ALL INCOMPETENTS AND COWARDS.
OUR SITUATION IS SERIOUS, BUT FAR FROM CRITICAL. THE STARGATE CAN BE REBUILT. SO LONG AS OUR CENTRAL POWER UNIT IS INTACT...
...WE WILL PREVAIL.
MEANWHILE, IN THE DUNGEONS...
THESE BOZOS DON'T KNOW WHEN TA QUIT!
WE'RE DOING FINE SO FAR, BUT CAN WE MAINTAIN THIS PACE INDEFINITELY?
FORGET YOUR PRIDE FOR ONCE, ARKON! YOU ARE HURT! LET ME HELP YOU!
FAR BELOW HIS FRIENDS, COLOSSUS HAS FINALLY REACHED THE PALACE.
MY MICRO-TRANSCEIVER WAS SMASHED IN THE FALL. I CANNOT CONTACT THE OTHER X-MEN. I HOPE THEY ARE WELL.
RESISTANCE STIFFENED CONSIDERABLY AFTER I ENTERED THIS SECTION OF THE CITADEL.
I THINK I SHOULD DISCOVER WHAT THE BADOON ARE FIGHTING SO FIERCELY TO PROTECT.

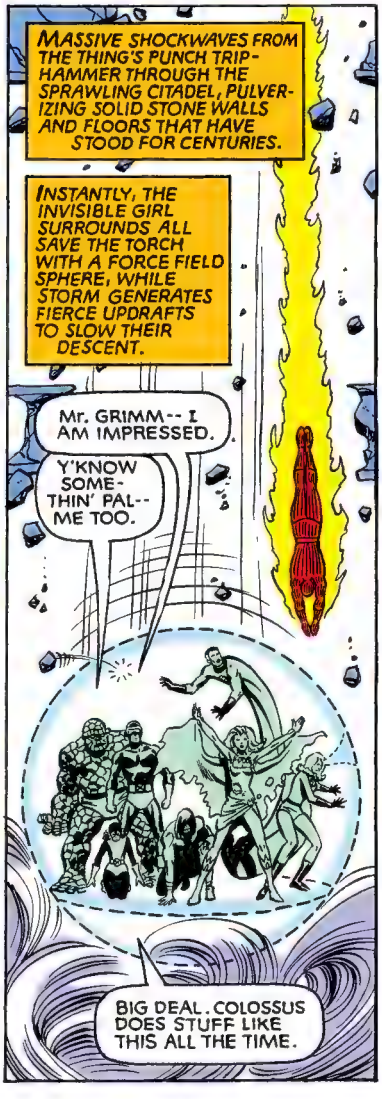

THIS BATTLE HAS BEEN RAGING WITHOUT LET-UP FOR AGES, YET NONE OF THE BADOON WEAPONS HAVE EXHAUSTED THEIR POWER CELLS. CAN THEIR MAGAZINES POSSIBLY HOLD SUCH A CONCENTRATED STORE OF ENERGY?
AHA! AS I SUSPECTED, THESE GUNS AREN'T INDEPENDENTLY POWERED AT ALL. THESE "MAGAZINES" ARE REALLY SOPHISTICATED RECEIVER UNITS.
THEY'RE SUPPLIED WITH ENERGY FROM AN EXTERNAL SOURCE, PROBABLY OVER A HIGH-INTENSITY BROADCAST BEAM. IF WE NEUTRALIZE THAT SOURCE, THE WEAPONS WILL BECOME USELESS.

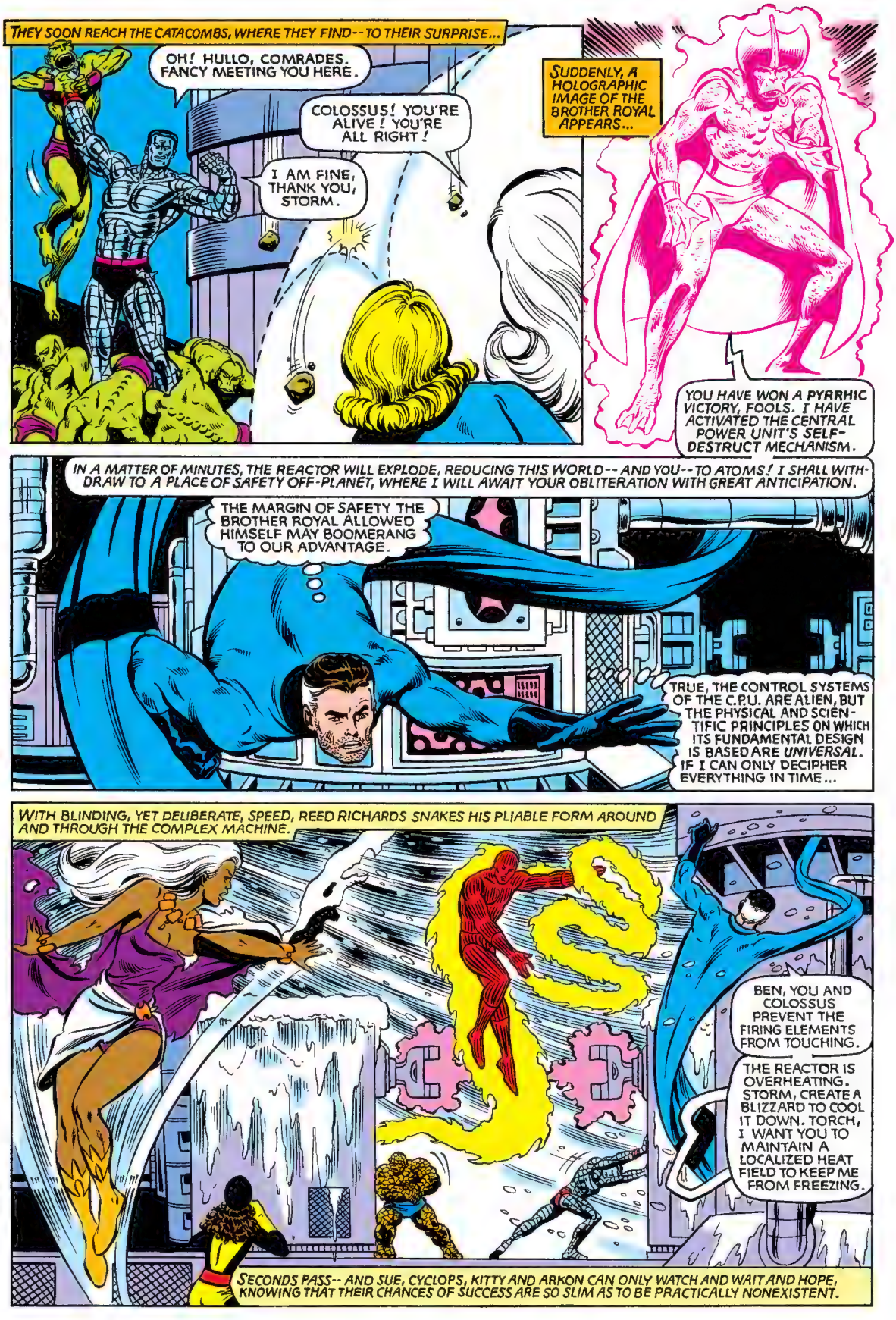
THE BADOON... SEALED OFF THE CATACOMBS BENEATH... MY PALACE... AND CONSTRUCTED A HUGE... GENERATOR. COULD THAT BE IT?

THEY'D NEED A LARGE, PERMANENT SYSTEM TO COVER THE ENTIRE PLANET. I'LL WAGER IT IS.
CAN WE GET DOWN THERE, CYCLOPS?
NOT ANYTIME SOON, I'M AFRAID-- TOO MUCH OPPOSITION.

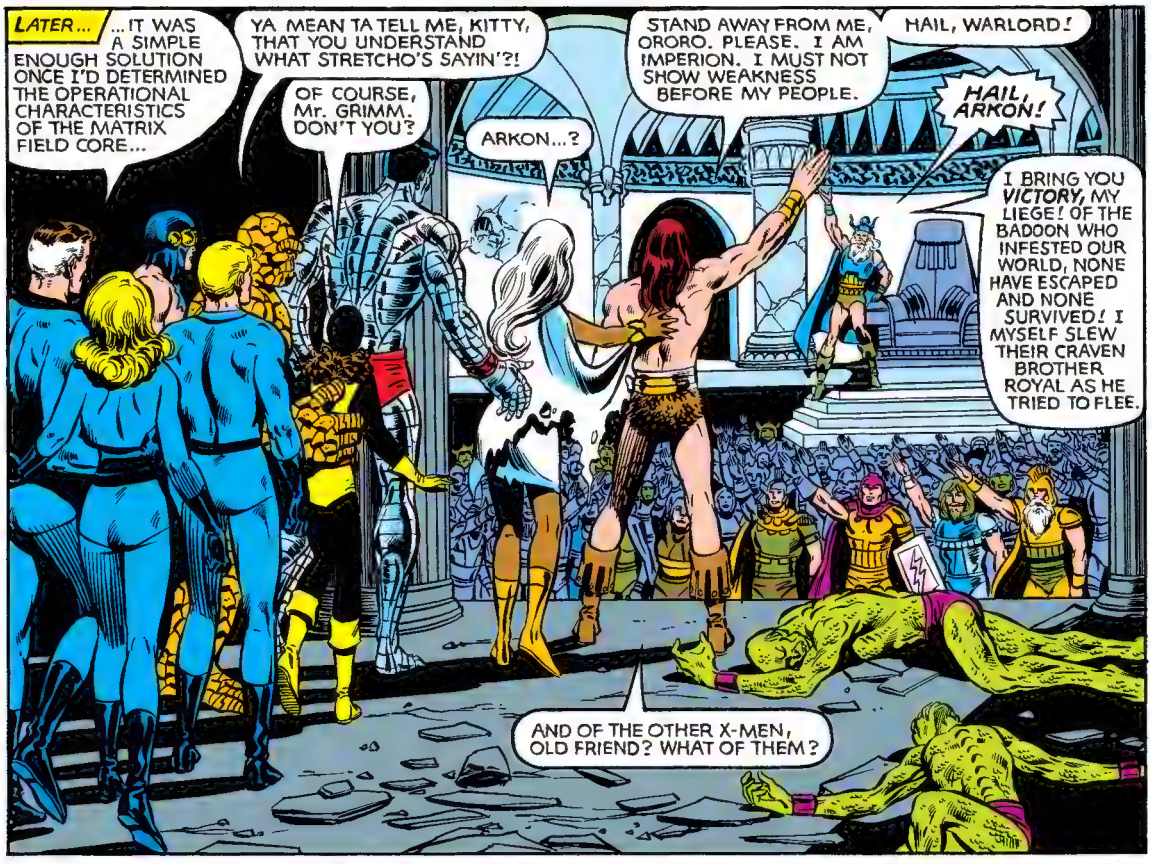

BATHOOM THOOM THO

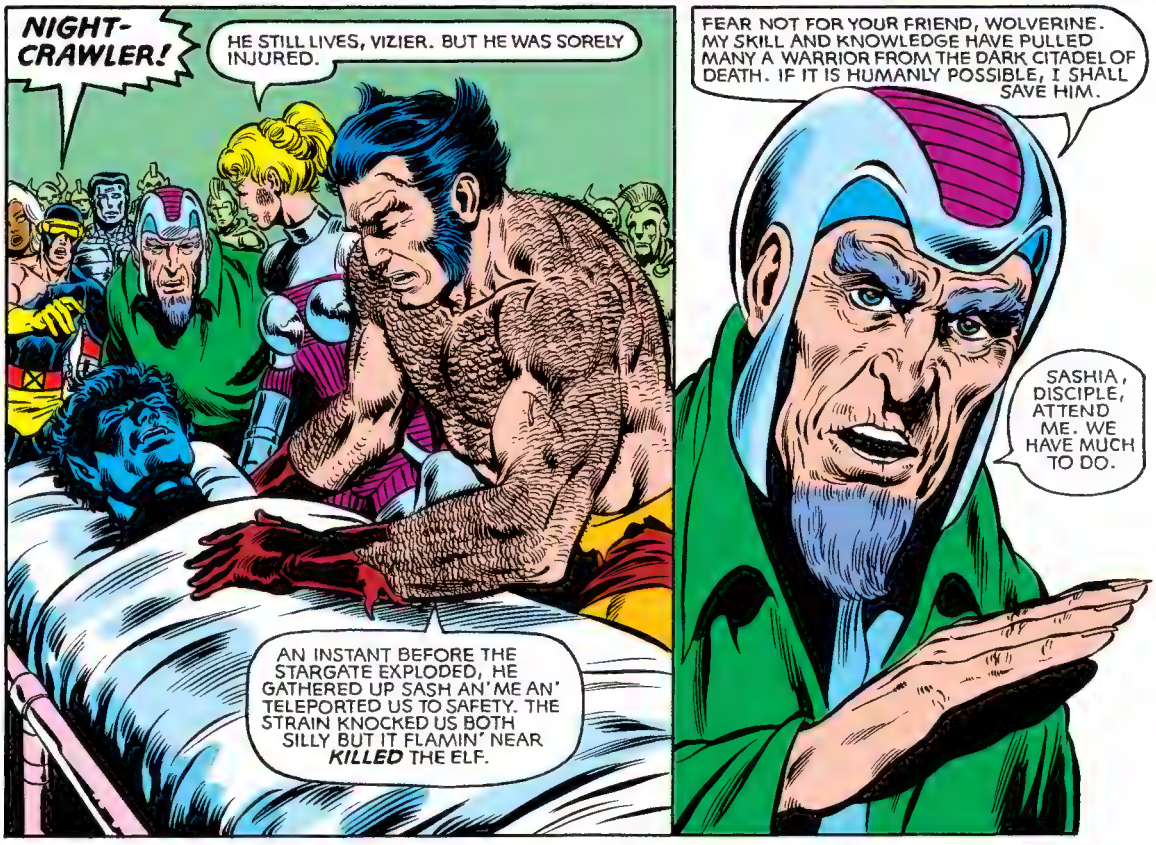
WRONG, KID! I'LL GET US THERE IN THE PROVERBIAL JIFFY!
I'VE BEEN WATCHIN' THE HULK PULL STUNTS LIKE THIS FER YEARS. AN' ANYTHING OL' GREENSKIN CAN DO... I CAN DO BETTER!
TA COIN A PHRASE--
--IT'S CLOBBERIN' TIME!!


MASSIVE SHOCKWAVES FROM THE THING'S PUNCH TRIP-HAMMER THROUGH THE SPRAWLING CITADEL, PULVERIZING SOLID STONE WALLS AND FLOORS THAT HAVE STOOD FOR CENTURIES.
INSTANTLY, THE INVISIBLE GIRL SURROUNDS ALL SAVE THE TORCH WITH A FORCE FIELD SPHERE, WHILE STORM GENERATES FIERCE UPDRAFTS TO SLOW THEIR DESCENT.
Mr. GRIMM-- I AM IMPRESSED.
Y'KNOW SOMETHIN' PAL-- ME TOO.
BIG DEAL. COLOSSUS DOES STUFF LIKE THIS ALL THE TIME.

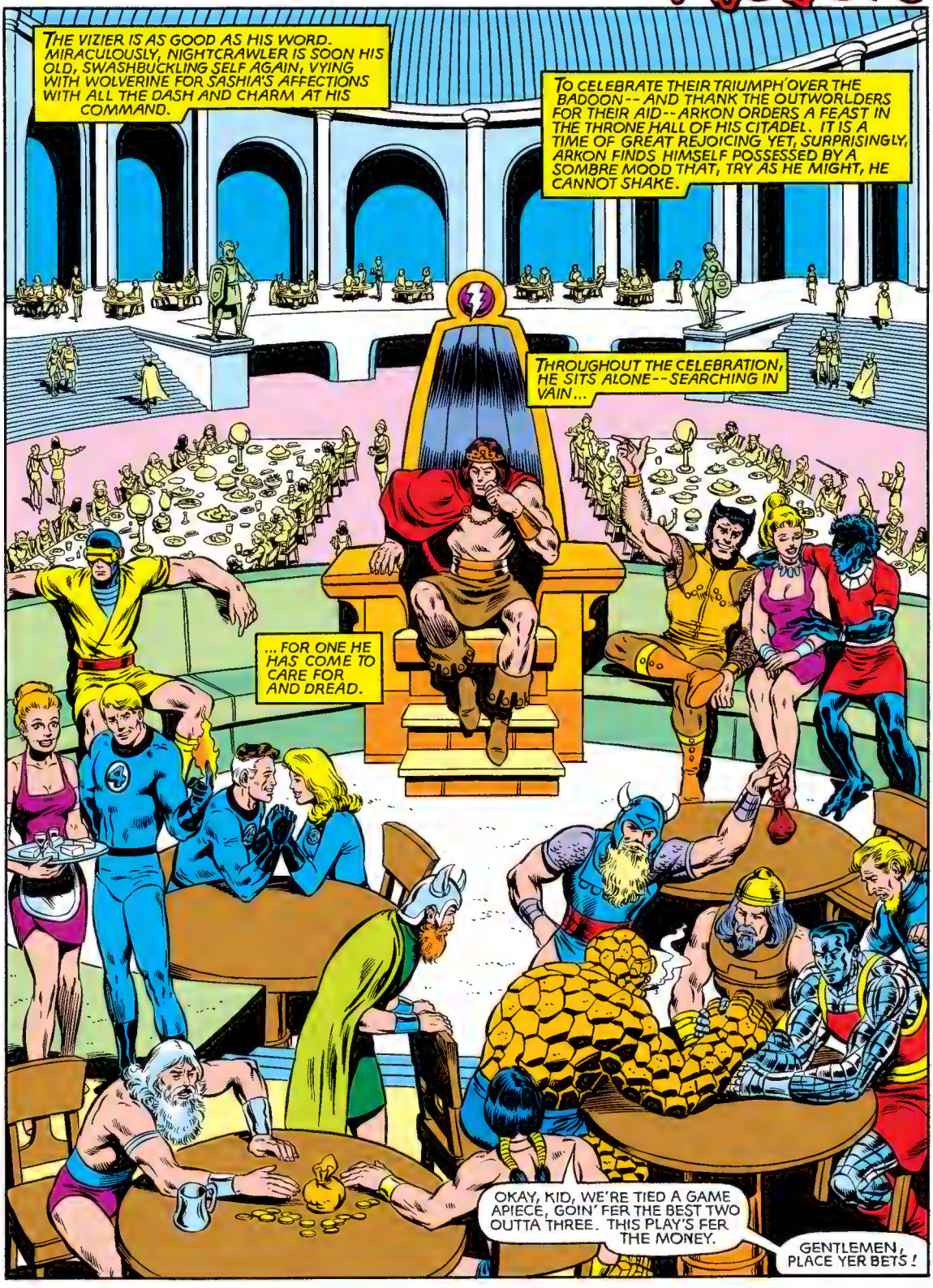

THEY SOON REACH THE CATACOMBS, WHERE THEY FIND--TO THEIR SURPRISE...
OH! HULLO, COMRADES. FANCY MEETING YOU HERE.
COLOSSUS! YOU'RE ALIVE! YOU'RE ALL RIGHT!
I AM FINE, THANK YOU, STORM.
SUDDENLY, A HOLOGRAPHIC IMAGE OF THE BROTHER ROYAL APPEARS...
YOU HAVE WON A PYRRHIC VICTORY, FOOLS. I HAVE ACTIVATED THE CENTRAL POWER UNIT'S SELF-DESTRUCT MECHANISM.
IN A MATTER OF MINUTES, THE REACTOR WILL EXPLODE, REDUCING THIS WORLD--AND YOU--TO ATOMS! I SHALL WITHDRAW TO A PLACE OF SAFETY OFF-PLANET, WHERE I WILL AWAIT YOUR OBLITERATION WITH GREAT ANTICIPATION.
THE MARGIN OF SAFETY THE BROTHER ROYAL ALLOWED HIMSELF MAY BOOMERANG TO OUR ADVANTAGE.
TRUE, THE CONTROL SYSTEMS OF THE C.P.U. ARE ALIEN, BUT THE PHYSICAL AND SCIENTIFIC PRINCIPLES ON WHICH ITS FUNDAMENTAL DESIGN IS BASED ARE UNIVERSAL. IF I CAN ONLY DECIPHER EVERYTHING IN TIME...
WITH BLINDING, YET DELIBERATE, SPEED, REED RICHARDS SNAKES HIS PLIABLE FORM AROUND AND THROUGH THE COMPLEX MACHINE.
BEN, YOU AND COLOSSUS PREVENT THE FIRING ELEMENTS FROM TOUCHING.
THE REACTOR IS OVERHEATING. STORM, CREATE A BLIZZARD TO COOL IT DOWN. TORCH, I WANT YOU TO MAINTAIN A LOCALIZED HEAT FIELD TO KEEP ME FROM FREEZING.
SECONDS PASS-- AND SUE, CYCLOPS, KITTY AND ARKON CAN ONLY WATCH AND WAIT AND HOPE, KNOWING THAT THEIR CHANCES OF SUCCESS ARE SO SLIM AS TO BE PRACTICALLY NONEXISTENT.

Dr. RICHARDS, THE THING AND COLOSSUS CAN'T HOLD OUT MUCH LONGER!
I'M AWARE OF THAT, CYCLOPS. BUT THIS REQUIRES ABSOLUTE ACCURACY.
SUE, FORM YOUR INVISIBLE FORCE FIELD INTO A HOLLOW CONDUIT.
"NOW, EXTEND THAT CONDUIT BEHIND MY HAND AS I GUIDE IT INTO PLACE BEHIND THE POWER UNIT.
"FOLLOW THE PATH I INDICATE EXACTLY. THAT'S IT, DARLING--YOU'RE DOING FINE.
STRETCH-- HURRY!
CYCLOPS, FIRE!
EYES OPEN WIDE, A RUBY QUARTZ VISOR DE-POLARISES--AND A BOLT OF SCARLET ENERGY--
--FLASHES AWAY FROM CYCLOPS AND INTO THE BADOON MACHINE.
AT THE SPEED OF LIGHT, IT TWISTS AND TURNS ALONG THE ROUTE FORMED BY SUE RICHARDS' FORCE FIELD...
...UNTIL, IN THE SUPPOSEDLY IMPREGNABLE HEART OF THE GENERATOR...
ZTAK!
WITH THAT SINGLE, PERFECT SHOT, THE TRIGGER RELAYS ARE DESTROYED, THE RUNAWAY CHAIN REACTION HALTED, A WORLD SAVED.

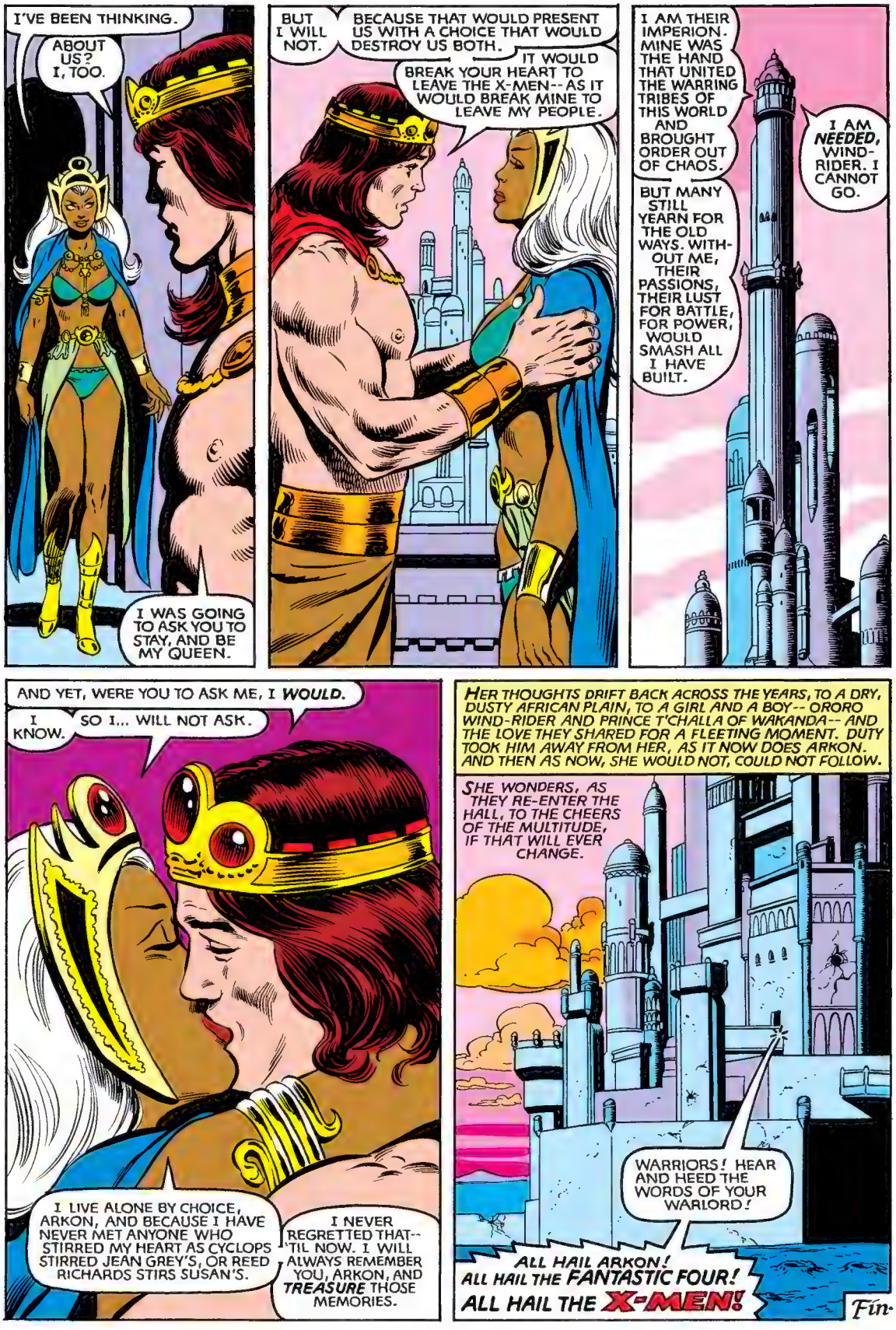

LATER...
...IT WAS A SIMPLE ENOUGH SOLUTION ONCE I'D DETERMINED THE OPERATIONAL CHARACTERISTICS OF THE MATRIX FIELD CORE...
YA MEAN TA TELL ME, KITTY, THAT YOU UNDERSTAND WHAT STRETCHO'S SAYIN'?!
OF COURSE, Mr. GRIMM. DON'T YOU?
ARKON...?
STAND AWAY FROM ME, ORORO. PLEASE. I AM IMPERION. I MUST NOT SHOW WEAKNESS BEFORE MY PEOPLE.
HAIL, WARLORD!
HAIL, ARKON!
I BRING YOU VICTORY, MY LIEGE! OF THE BADOON WHO INFESTED OUR WORLD, NONE HAVE ESCAPED AND NONE SURVIVED! I MYSELF SLEW THEIR CRAVEN BROTHER ROYAL AS HE TRIED TO FLEE.
AND OF THE OTHER X-MEN, OLD FRIEND? WHAT OF THEM?


NIGHT-CRAWLER!
HE STILL LIVES, VIZIER. BUT HE WAS SORELY INJURED.
AN INSTANT BEFORE THE STARGATE EXPLODED, HE GATHERED UP SASH AN' ME AN' TELEPORTED US TO SAFETY. THE STRAIN KNOCKED US BOTH SILLY BUT IT FLAMIN' NEAR KILLED THE ELF.
FEAR NOT FOR YOUR FRIEND, WOLVERINE. MY SKILL AND KNOWLEDGE HAVE PULLED MANY A WARRIOR FROM THE DARK CITADEL OF DEATH. IF IT IS HUMANLY POSSIBLE, I SHALL SAVE HIM.
SASHIA, DISCIPLE, ATTEND ME. WE HAVE MUCH TO DO.

THE PASSING OF THE DREAM


THE VIZIER IS AS GOOD AS HIS WORD. MIRACULOUSLY, NIGHTCRAWLER IS SOON HIS OLD, SWASHBUCKLING SELF AGAIN, VYING WITH WOLVERINE FOR SASHIA'S AFFECTIONS WITH ALL THE DASH AND CHARM AT HIS COMMAND.
TO CELEBRATE THEIR TRIUMPH OVER THE BADOON -- AND THANK THE OUTWORLDERS FOR THEIR AID -- ARKON ORDERS A FEAST IN THE THRONE HALL OF HIS CITADEL. IT IS A TIME OF GREAT REJOICING YET, SURPRISINGLY, ARKON FINDS HIMSELF POSSESSED BY A SOMBRE MOOD THAT, TRY AS HE MIGHT, HE CANNOT SHAKE.
THROUGHOUT THE CELEBRATION, HE SITS ALONE -- SEARCHING IN VAIN...
... FOR ONE HE HAS COME TO CARE FOR AND DREAD.
OKAY, KID, WE'RE TIED A GAME APIECE, GOIN' FER THE BEST TWO OUTTA THREE. THIS PLAY'S FER THE MONEY.
GENTLEMEN, PLACE YER BETS!

HEY! ARE WE HERE TA ARM-WRESTLE OR LOOK AT GIRLS?!
'SCUSE ME, SWEETIE. I KNOW YER REAL PRETTY AN' ALL, BUT THE KID AN' ME GOT MAN'S WORK TA DO.
PARDON THE THING'S RUDENESS, MISS. I WILL MAKE HIM APOLOGISE...
...DIRECTLY I HAVE BEATEN HIM.
GOOD LUCK, COLOSSUS.
YOU AN' WHO ELSE, BUSTER?!
WARRIORS--READY--SET--
WAIT! THAT VOICE--THAT FACE--IT CAN'T BE!
YOU?!?
--BEGIN!
KITTY???
KATERINA, I NEVER DREAMED--YOU... YOU ARE SO... BEAUTIFUL!
THANKS, PETER. SASHIA FOUND ME THIS DRESS AND MADE ME UP AND DID MY HAIR. I'M... GLAD YOU LIKE IT.
BUT I MADE YOU LOSE! I'M SO SORRY!
DON'T WORRY ABOUT IT, SWEETHEART. I REALLY DON'T THINK THE BIG LUG MINDS.
WHAM
ORORO?
HERE, ARKON. ON THE BALCONY.
WHEN IT SEEMED YOU WOULD NOT COME TO ME...
...I DECIDED TO SEEK YOU OUT INSTEAD.


I'VE BEEN THINKING.
ABOUT US? I, TOO.
I WAS GOING TO ASK YOU TO STAY, AND BE MY QUEEN.
BUT I WILL NOT.
BECAUSE THAT WOULD PRESENT US WITH A CHOICE THAT WOULD DESTROY US BOTH.
IT WOULD BREAK YOUR HEART TO LEAVE THE X-MEN-- AS IT WOULD BREAK MINE TO LEAVE MY PEOPLE.
I AM THEIR IMPERION. MINE WAS THE HAND THAT UNITED THE WARRING TRIBES OF THIS WORLD AND BROUGHT ORDER OUT OF CHAOS.
BUT MANY STILL YEARN FOR THE OLD WAYS. WITHOUT ME, THEIR PASSIONS, THEIR LUST FOR BATTLE, FOR POWER, WOULD SMASH ALL I HAVE BUILT.
I AM *NEEDED*, WIND-RIDER. I CANNOT GO.
AND YET, WERE YOU TO ASK ME, I *WOULD*.
I KNOW.
SO I... WILL NOT ASK.
I LIVE ALONE BY CHOICE, ARKON, AND BECAUSE I HAVE NEVER MET ANYONE WHO STIRRED MY HEART AS CYCLOPS STIRRED JEAN GREY'S, OR REED RICHARDS STIRS SUSAN'S.
I NEVER REGRETTED THAT-- 'TIL NOW. I WILL ALWAYS REMEMBER YOU, ARKON, AND *TREASURE* THOSE MEMORIES.
HER THOUGHTS DRIFT BACK ACROSS THE YEARS, TO A DRY, DUSTY AFRICAN PLAIN, TO A GIRL AND A BOY-- ORORO WIND-RIDER AND PRINCE T'CHALLA OF WAKANDA-- AND THE LOVE THEY SHARED FOR A FLEETING MOMENT. DUTY TOOK HIM AWAY FROM HER, AS IT NOW DOES ARKON. AND THEN AS NOW, SHE WOULD NOT, COULD NOT FOLLOW.
SHE WONDERS, AS THEY RE-ENTER THE HALL, TO THE CHEERS OF THE MULTITUDE, IF THAT WILL EVER CHANGE.
WARRIORS! HEAR AND HEED THE WORDS OF YOUR WARLORD!
ALL HAIL ARKON!
ALL HAIL THE FANTASTIC FOUR!
ALL HAIL THE X-MEN!
Fin.

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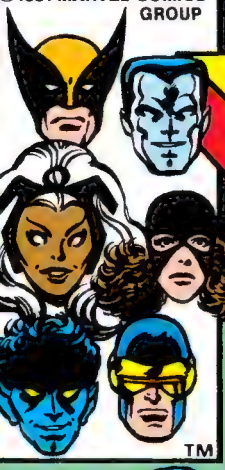


THE UNCANNY X-MEN™

APPROVED BY THE COMICS CODE AUTHORITY

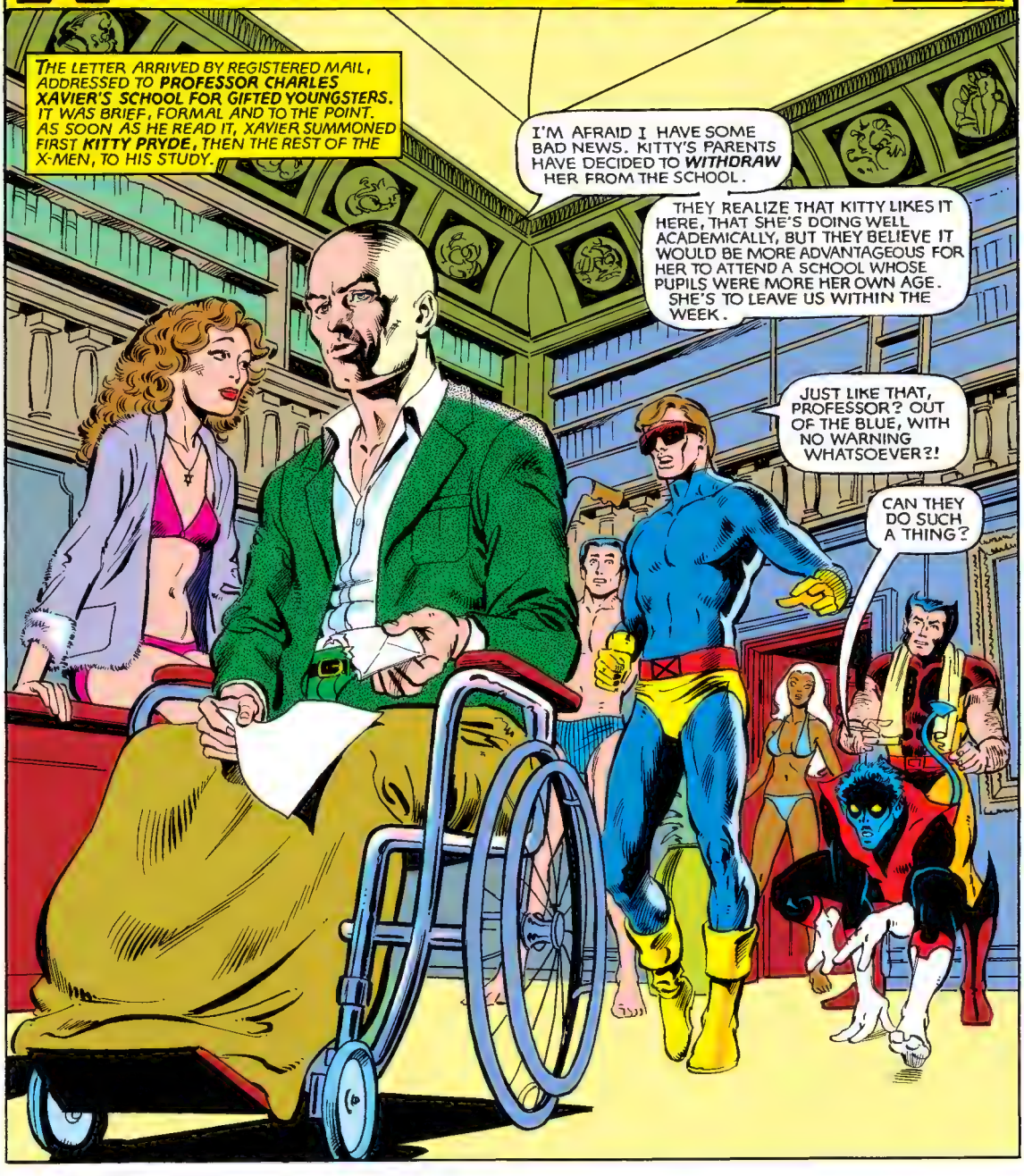
THE DAY KITTY PRYDE LEAVES THE X-MEN, IS THE DAY THE X-MEN FALL!

COCKRUM/AUSEN

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

CHRIS CLAREMONT WRITER	JIM SHERMAN, BOB McLEOD and JOSEF RUBINSTEIN ARTISTS	TOM ORZECHOWSKI LETTERER	BONNIE WILFORD COLORIST	LOUISE JONES EDITOR	JIM SHOOTER EDITOR IN CHIEF

X-MEN MINUS ONE!


THE LETTER ARRIVED BY REGISTERED MAIL, ADDRESSED TO PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS. IT WAS BRIEF, FORMAL AND TO THE POINT. AS SOON AS HE READ IT, XAVIER SUMMONED FIRST KITTY PRYDE, THEN THE REST OF THE X-MEN, TO HIS STUDY.
I'M AFRAID I HAVE SOME BAD NEWS. KITTY'S PARENTS HAVE DECIDED TO WITHDRAW HER FROM THE SCHOOL.
THEY REALIZE THAT KITTY LIKES IT HERE, THAT SHE'S DOING WELL ACADEMICALLY, BUT THEY BELIEVE IT WOULD BE MORE ADVANTAGEOUS FOR HER TO ATTEND A SCHOOL WHOSE PUPILS WERE MORE HER OWN AGE. SHE'S TO LEAVE US WITHIN THE WEEK.
JUST LIKE THAT, PROFESSOR? OUT OF THE BLUE, WITH NO WARNING WHATSOEVER?!
CAN THEY DO SUCH A THING?

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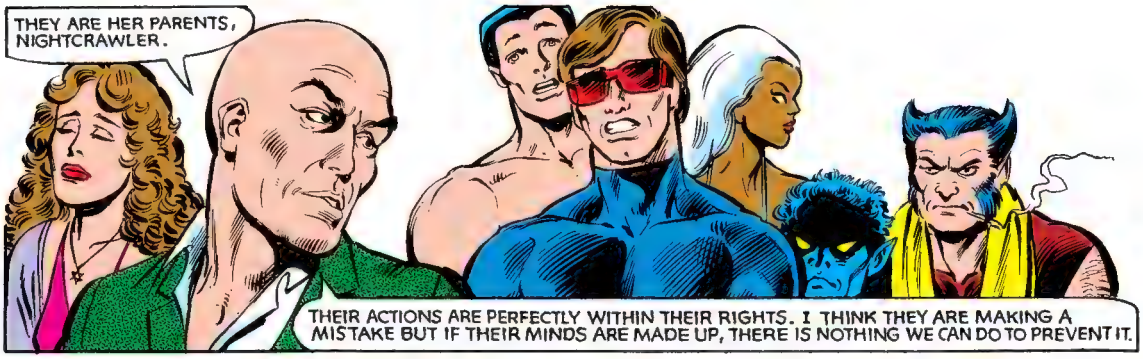
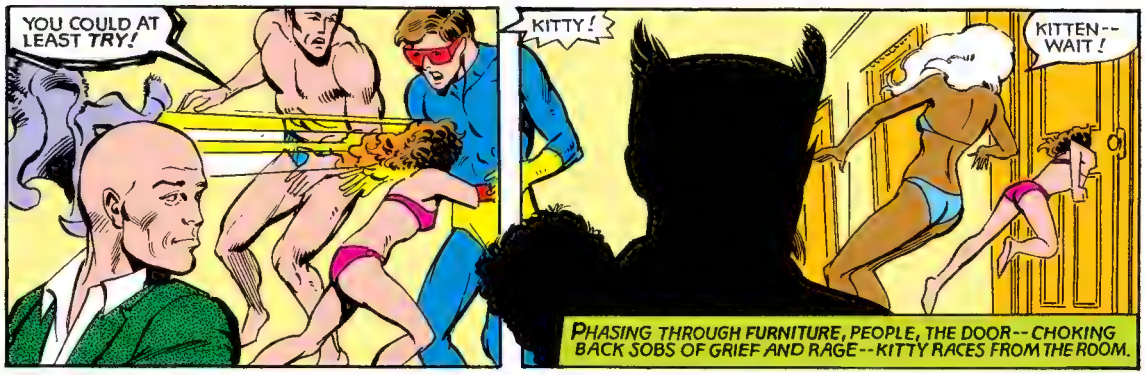
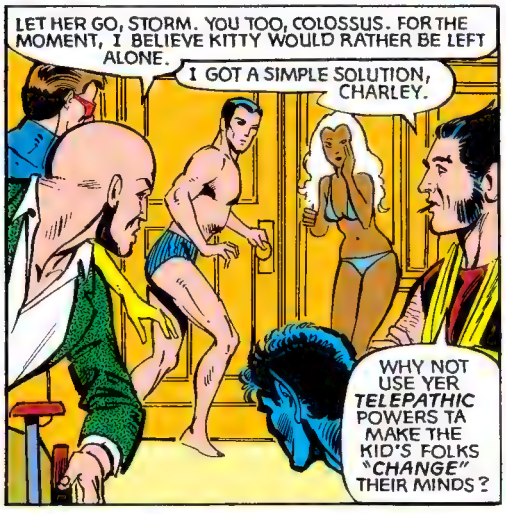
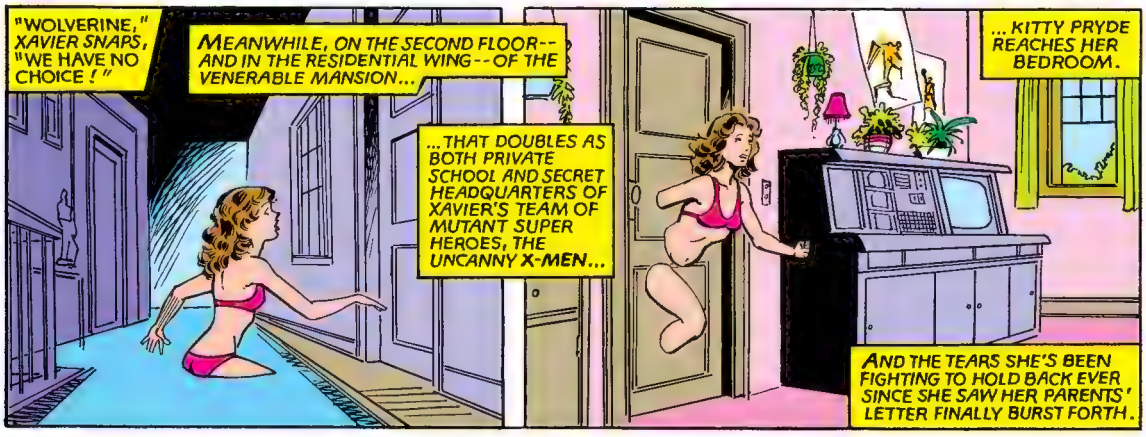
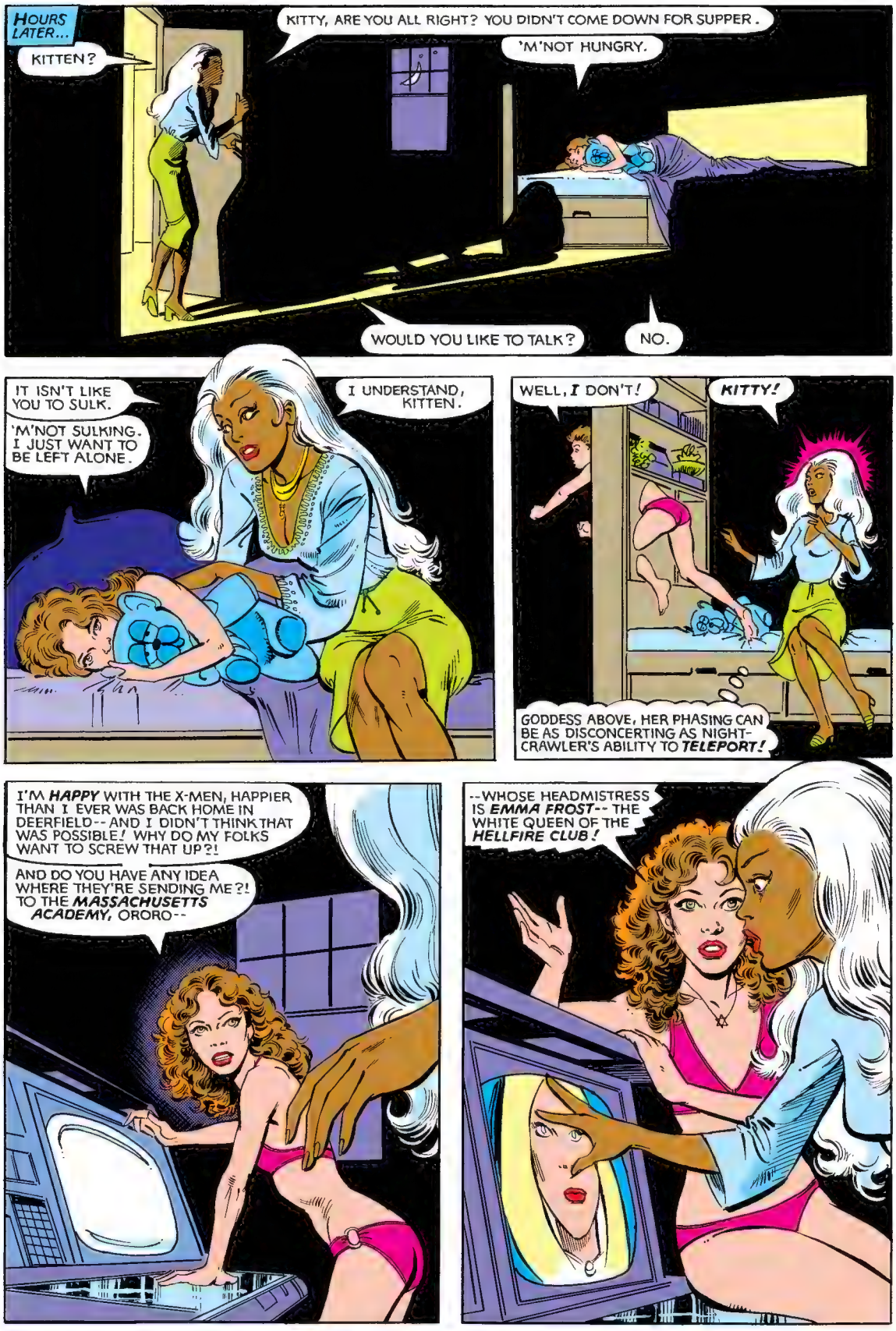

THEY ARE HER PARENTS, NIGHTCRAWLER.
THEIR ACTIONS ARE PERFECTLY WITHIN THEIR RIGHTS. I THINK THEY ARE MAKING A MISTAKE BUT IF THEIR MINDS ARE MADE UP, THERE IS NOTHING WE CAN DO TO PREVENT IT.

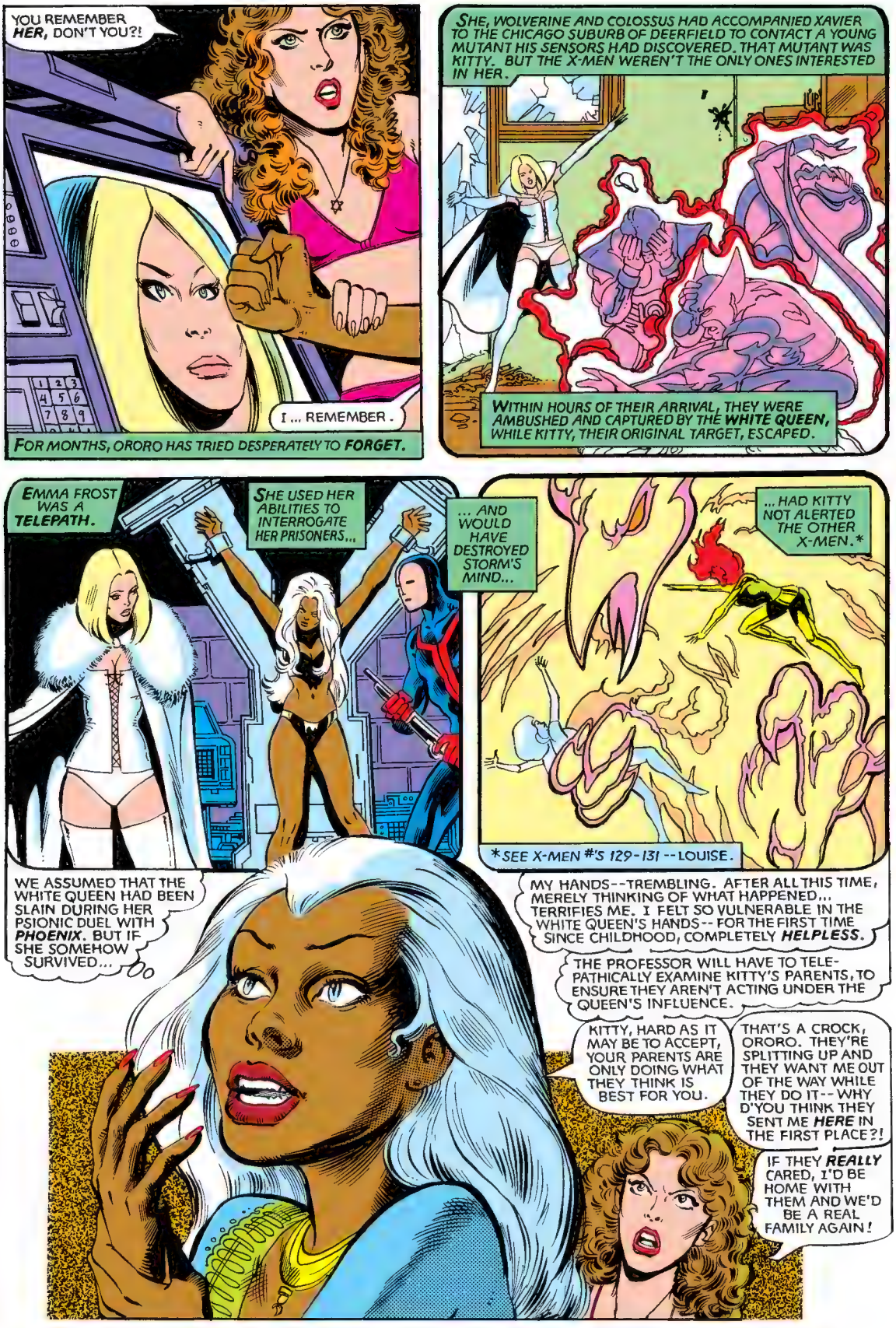

YOU COULD AT LEAST *TRY!*
KITTY!
KITTEN-- WAIT!
PHASING THROUGH FURNITURE, PEOPLE, THE DOOR-- CHOKING BACK SOBS OF GRIEF AND RAGE--KITTY RACES FROM THE ROOM.

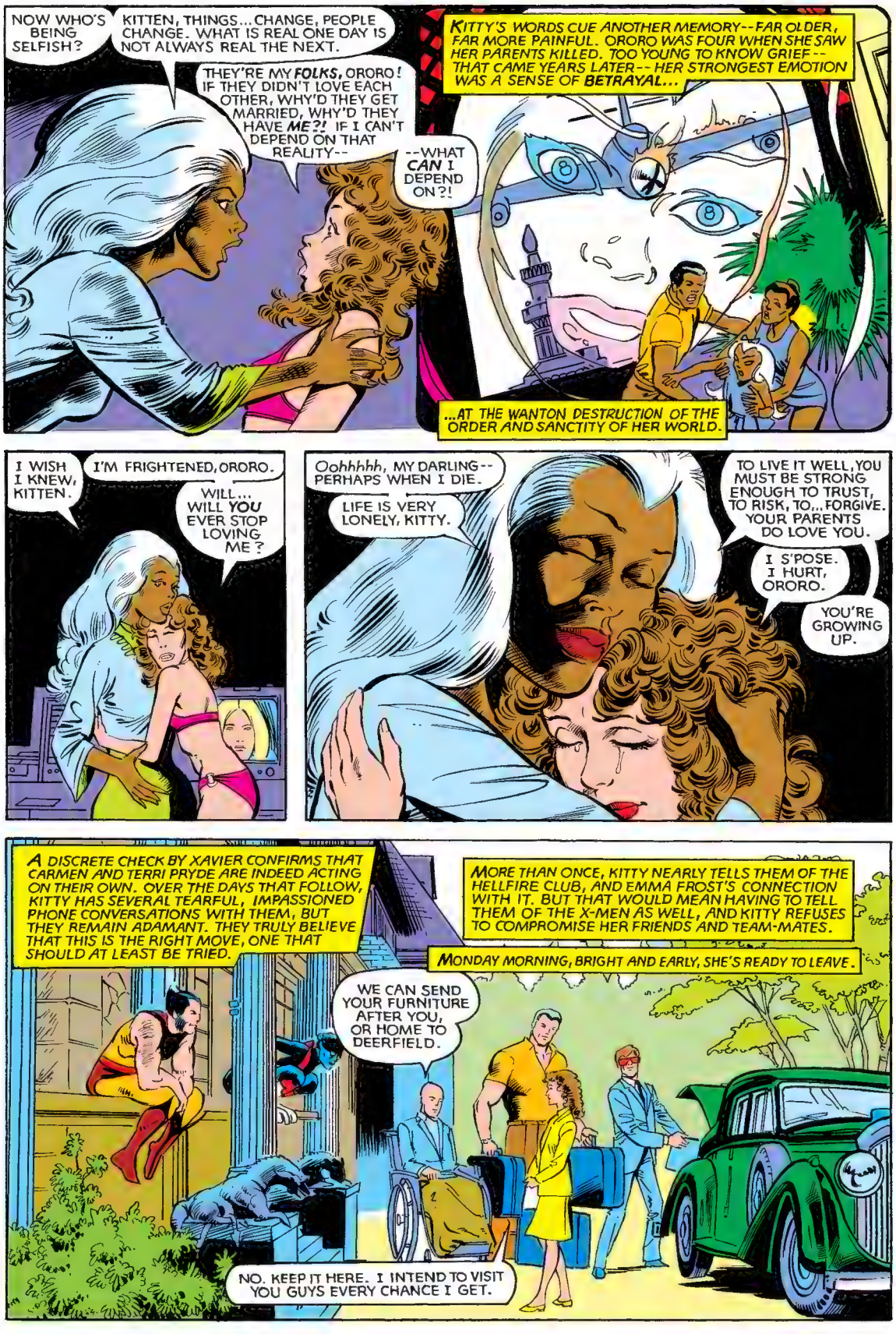

LET HER GO, STORM. YOU TOO, COLOSSUS. FOR THE MOMENT, I BELIEVE KITTY WOULD RATHER BE LEFT ALONE.
I GOT A SIMPLE SOLUTION, CHARLEY.
WHY NOT USE YER *TELEPATHIC* POWERS TA MAKE THE KID'S FOLKS *"CHANGE"* THEIR MINDS?

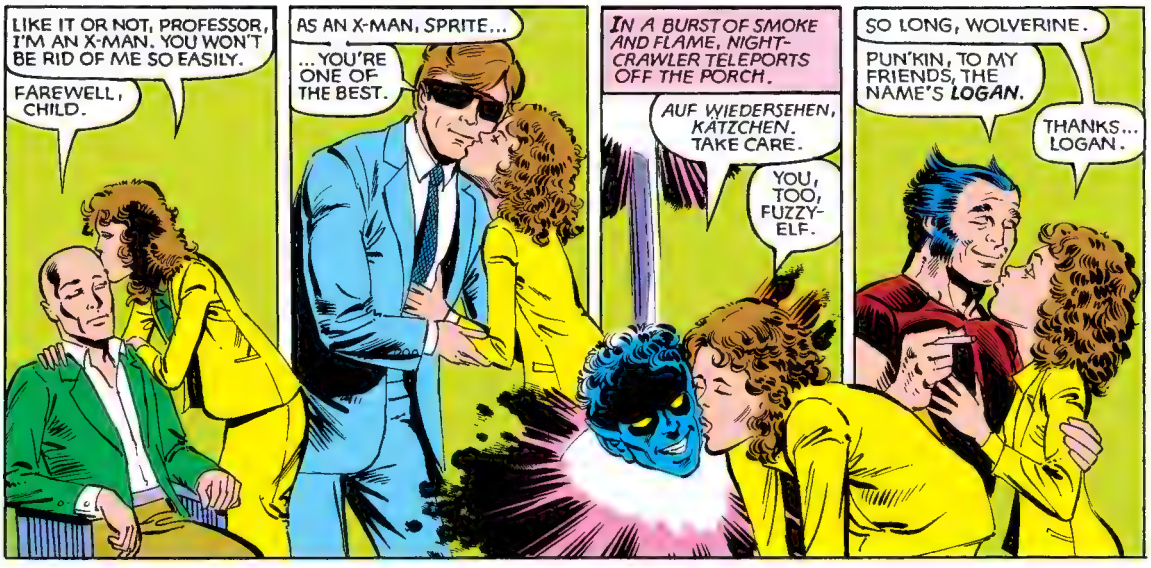
I MAY HAVE INDULGED IN SUCH TACTICS IN THE PAST, WOLVERINE, BUT NO MORE. TO DELIBERATELY MANIPULATE A SENTIENT MIND...
...WOULD MAKE ME NO BETTER THAN THE VILLAINS WE OPPOSE.
SO YOU'RE JUST GONNA LET THE KID GO.

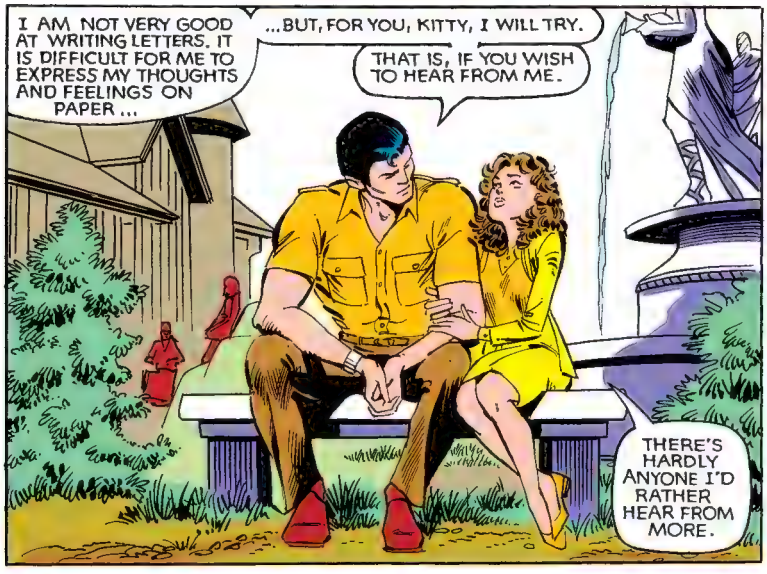

"WOLVERINE," *XAVIER SNAPS,* "WE HAVE NO CHOICE!"
MEANWHILE, ON THE SECOND FLOOR-- AND IN THE RESIDENTIAL WING--OF THE VENERABLE MANSION...
...THAT DOUBLES AS BOTH PRIVATE SCHOOL AND SECRET HEADQUARTERS OF XAVIER'S TEAM OF MUTANT SUPER HEROES, THE UNCANNY X-MEN...
...KITTY PRYDE REACHES HER BEDROOM.
AND THE TEARS SHE'S BEEN FIGHTING TO HOLD BACK EVER SINCE SHE SAW HER PARENTS' LETTER FINALLY BURST FORTH.


HOURS LATER...
KITTEN?
KITTY, ARE YOU ALL RIGHT? YOU DIDN'T COME DOWN FOR SUPPER.
'M'NOT HUNGRY.
WOULD YOU LIKE TO TALK?
NO.
IT ISN'T LIKE YOU TO SULK.
'M'NOT SULKING. I JUST WANT TO BE LEFT ALONE.
I UNDERSTAND, KITTEN.
WELL, I DON'T!
KITTY!
GODDESS ABOVE, HER PHASING CAN BE AS DISCONCERTING AS NIGHTCRAWLER'S ABILITY TO TELEPORT!
I'M HAPPY WITH THE X-MEN, HAPPIER THAN I EVER WAS BACK HOME IN DEERFIELD--AND I DIDN'T THINK THAT WAS POSSIBLE! WHY DO MY FOLKS WANT TO SCREW THAT UP?!
AND DO YOU HAVE ANY IDEA WHERE THEY'RE SENDING ME?! TO THE MASSACHUSETTS ACADEMY, ORORO--
--WHOSE HEADMISTRESS IS EMMA FROST-- THE WHITE QUEEN OF THE HELLFIRE CLUB!

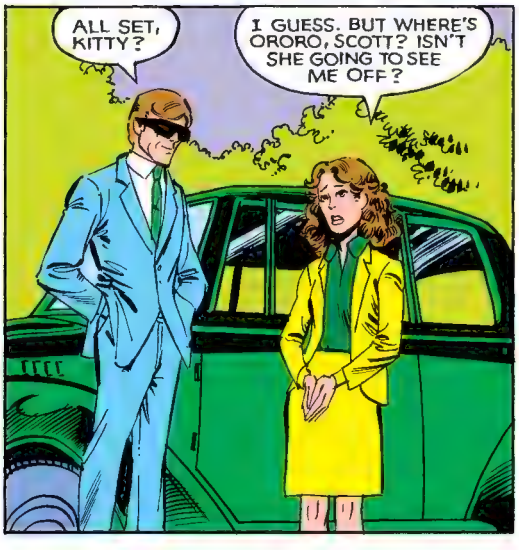

YOU REMEMBER HER, DON'T YOU?!
I ... REMEMBER.
FOR MONTHS, ORORO HAS TRIED DESPERATELY TO FORGET.
SHE, WOLVERINE AND COLOSSUS HAD ACCOMPANIED XAVIER TO THE CHICAGO SUBURB OF DEERFIELD TO CONTACT A YOUNG MUTANT HIS SENSORS HAD DISCOVERED. THAT MUTANT WAS KITTY. BUT THE X-MEN WEREN'T THE ONLY ONES INTERESTED IN HER.
WITHIN HOURS OF THEIR ARRIVAL, THEY WERE AMBUSHED AND CAPTURED BY THE WHITE QUEEN, WHILE KITTY, THEIR ORIGINAL TARGET, ESCAPED.
EMMA FROST WAS A TELEPATH.
SHE USED HER ABILITIES TO INTERROGATE HER PRISONERS...
... AND WOULD HAVE DESTROYED STORM'S MIND...
... HAD KITTY NOT ALERTED THE OTHER X-MEN.*
*SEE X-MEN #'S 129-131 --LOUISE.
WE ASSUMED THAT THE WHITE QUEEN HAD BEEN SLAIN DURING HER PSIONIC DUEL WITH PHOENIX. BUT IF SHE SOMEHOW SURVIVED...
MY HANDS--TREMBLING. AFTER ALL THIS TIME, MERELY THINKING OF WHAT HAPPENED... TERRIFIES ME. I FELT SO VULNERABLE IN THE WHITE QUEEN'S HANDS-- FOR THE FIRST TIME SINCE CHILDHOOD, COMPLETELY HELPLESS.
THE PROFESSOR WILL HAVE TO TELEPATHICALLY EXAMINE KITTY'S PARENTS, TO ENSURE THEY AREN'T ACTING UNDER THE QUEEN'S INFLUENCE.
KITTY, HARD AS IT MAY BE TO ACCEPT, YOUR PARENTS ARE ONLY DOING WHAT THEY THINK IS BEST FOR YOU.
THAT'S A CROCK, ORORO. THEY'RE SPLITTING UP AND THEY WANT ME OUT OF THE WAY WHILE THEY DO IT-- WHY D'YOU THINK THEY SENT ME HERE IN THE FIRST PLACE?!
IF THEY REALLY CARED, I'D BE HOME WITH THEM AND WE'D BE A REAL FAMILY AGAIN!


NOW WHO'S BEING SELFISH?
KITTEN, THINGS... CHANGE, PEOPLE CHANGE. WHAT IS REAL ONE DAY IS NOT ALWAYS REAL THE NEXT.
THEY'RE MY FOLKS, ORORO! IF THEY DIDN'T LOVE EACH OTHER, WHY'D THEY GET MARRIED, WHY'D THEY HAVE ME?! IF I CAN'T DEPEND ON THAT REALITY--
--WHAT CAN I DEPEND ON?!
KITTY'S WORDS CUE ANOTHER MEMORY--FAR OLDER, FAR MORE PAINFUL. ORORO WAS FOUR WHEN SHE SAW HER PARENTS KILLED. TOO YOUNG TO KNOW GRIEF--THAT CAME YEARS LATER--HER STRONGEST EMOTION WAS A SENSE OF BETRAYAL...
...AT THE WANTON DESTRUCTION OF THE ORDER AND SANCTITY OF HER WORLD.
I WISH I KNEW, KITTEN.
I'M FRIGHTENED, ORORO.
WILL... WILL YOU EVER STOP LOVING ME?
Oohhhhh, MY DARLING--PERHAPS WHEN I DIE.
LIFE IS VERY LONELY, KITTY.
TO LIVE IT WELL, YOU MUST BE STRONG ENOUGH TO TRUST, TO RISK, TO... FORGIVE. YOUR PARENTS DO LOVE YOU.
I S'POSE. I HURT, ORORO.
YOU'RE GROWING UP.
A DISCRETE CHECK BY XAVIER CONFIRMS THAT CARMEN AND TERRI PRYDE ARE INDEED ACTING ON THEIR OWN. OVER THE DAYS THAT FOLLOW, KITTY HAS SEVERAL TEARFUL, IMPASSIONED PHONE CONVERSATIONS WITH THEM, BUT THEY REMAIN ADAMANT. THEY TRULY BELIEVE THAT THIS IS THE RIGHT MOVE, ONE THAT SHOULD AT LEAST BE TRIED.
MORE THAN ONCE, KITTY NEARLY TELLS THEM OF THE HELLFIRE CLUB, AND EMMA FROST'S CONNECTION WITH IT. BUT THAT WOULD MEAN HAVING TO TELL THEM OF THE X-MEN AS WELL, AND KITTY REFUSES TO COMPROMISE HER FRIENDS AND TEAM-MATES.
MONDAY MORNING, BRIGHT AND EARLY, SHE'S READY TO LEAVE.
WE CAN SEND YOUR FURNITURE AFTER YOU, OR HOME TO DEERFIELD.
NO. KEEP IT HERE. I INTEND TO VISIT YOU GUYS EVERY CHANCE I GET.

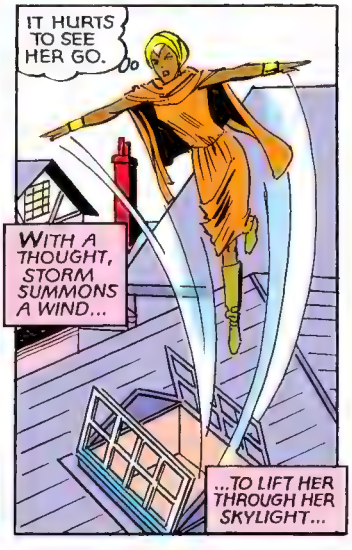

LIKE IT OR NOT, PROFESSOR, I'M AN X-MAN. YOU WON'T BE RID OF ME SO EASILY.
FAREWELL, CHILD.
AS AN X-MAN, SPRITE...
...YOU'RE ONE OF THE BEST.
IN A BURST OF SMOKE AND FLAME, NIGHT-CRAWLER TELEPORTS OFF THE PORCH.
AUF WIEDERSEHEN, KATZCHEN. TAKE CARE.
YOU, TOO, FUZZY-ELF.
SO LONG, WOLVERINE.
PUN'KIN, TO MY FRIENDS, THE NAME'S LOGAN.
THANKS... LOGAN.

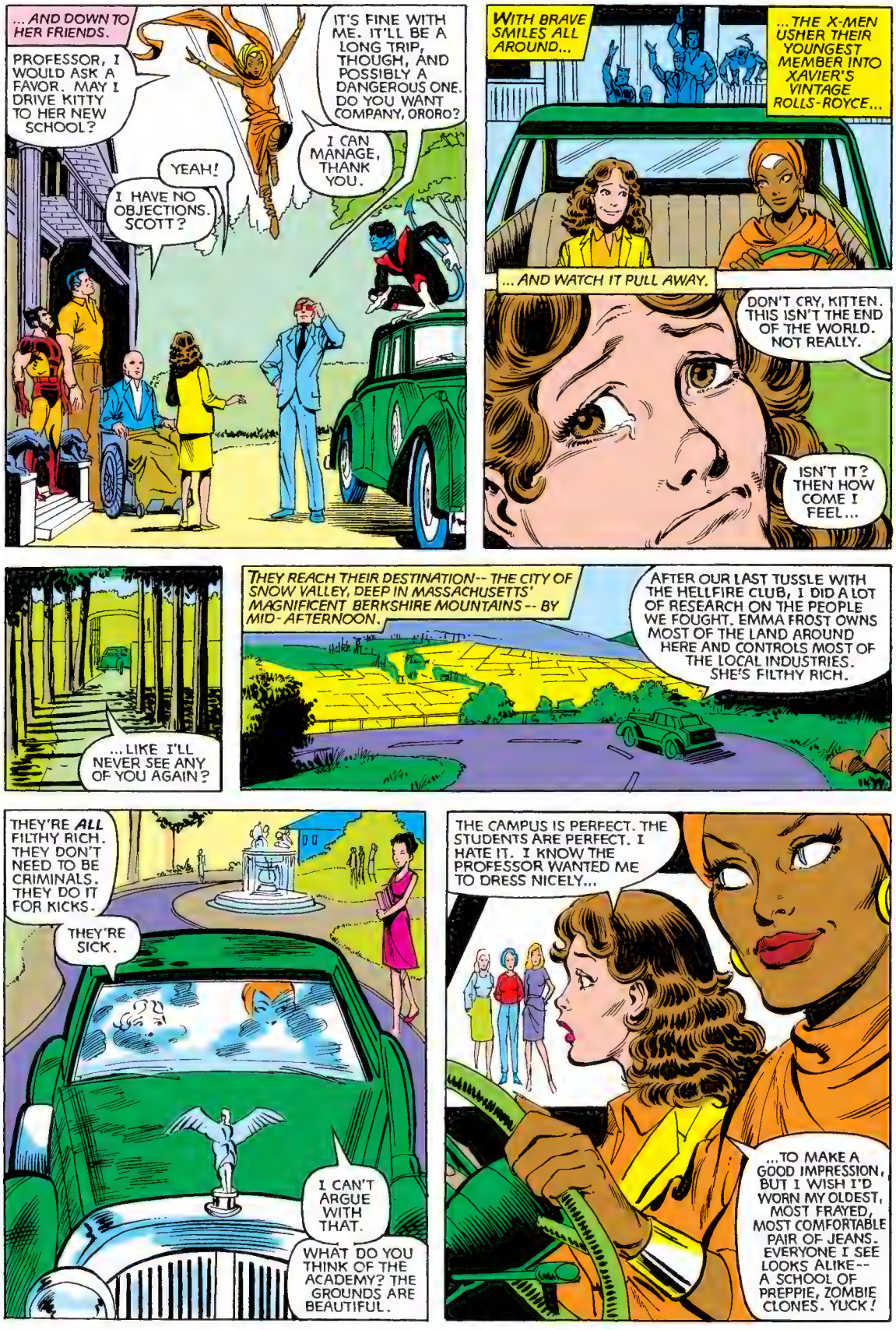

I AM NOT VERY GOOD AT WRITING LETTERS. IT IS DIFFICULT FOR ME TO EXPRESS MY THOUGHTS AND FEELINGS ON PAPER...
...BUT, FOR YOU, KITTY, I WILL TRY.
THAT IS, IF YOU WISH TO HEAR FROM ME.
THERE'S HARDLY ANYONE I'D RATHER HEAR FROM MORE.

G'BYE, PETER!

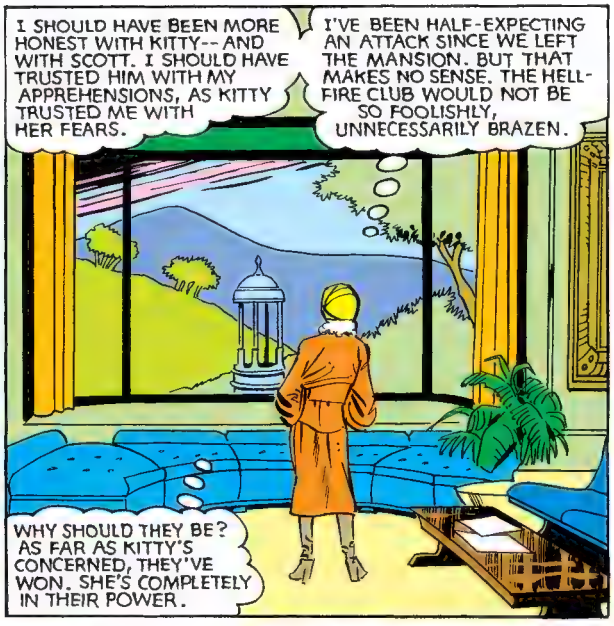

ALL SET, KITTY?
I GUESS. BUT WHERE'S ORORO, SCOTT? ISN'T SHE GOING TO SEE ME OFF?

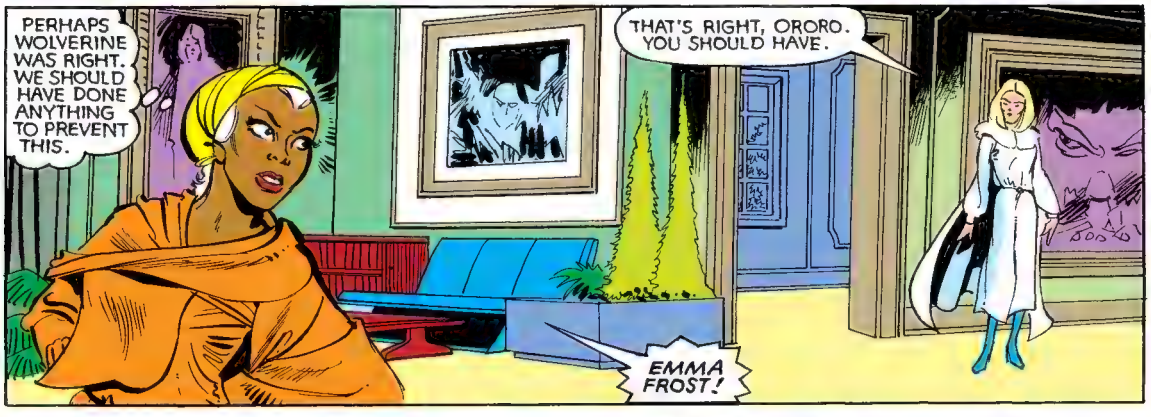
UPSTAIRS, IN STORM'S ATTIC...
IT BECAME SO NATURAL TO THINK OF KITTY AS MY OWN DAUGHTER, IT'S A SHOCK TO REMEMBER THAT SHE ISN'T.


IT HURTS TO SEE HER GO.
WITH A THOUGHT, STORM SUMMONS A WIND...
...TO LIFT HER THROUGH HER SKYLIGHT...

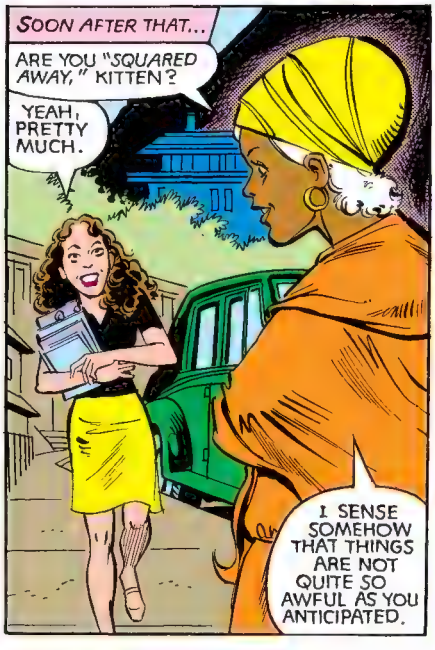

... AND DOWN TO HER FRIENDS.
PROFESSOR, I WOULD ASK A FAVOR. MAY I DRIVE KITTY TO HER NEW SCHOOL?
YEAH!
I HAVE NO OBJECTIONS. SCOTT?
IT'S FINE WITH ME. IT'LL BE A LONG TRIP, THOUGH, AND POSSIBLY A DANGEROUS ONE. DO YOU WANT COMPANY, ORORO?
I CAN MANAGE, THANK YOU.
WITH BRAVE SMILES ALL AROUND...
...THE X-MEN USHER THEIR YOUNGEST MEMBER INTO XAVIER'S VINTAGE ROLLS-ROYCE...
...AND WATCH IT PULL AWAY.
DON'T CRY, KITTEN. THIS ISN'T THE END OF THE WORLD. NOT REALLY.
ISN'T IT? THEN HOW COME I FEEL...
...LIKE I'LL NEVER SEE ANY OF YOU AGAIN?
THEY REACH THEIR DESTINATION-- THE CITY OF SNOW VALLEY, DEEP IN MASSACHUSETTS' MAGNIFICENT BERKSHIRE MOUNTAINS -- BY MID-AFTERNOON.
AFTER OUR LAST TUSSLE WITH THE HELLFIRE CLUB, I DID A LOT OF RESEARCH ON THE PEOPLE WE FOUGHT. EMMA FROST OWNS MOST OF THE LAND AROUND HERE AND CONTROLS MOST OF THE LOCAL INDUSTRIES. SHE'S FILTHY RICH.
THEY'RE ALL FILTHY RICH. THEY DON'T NEED TO BE CRIMINALS. THEY DO IT FOR KICKS.
THEY'RE SICK.
I CAN'T ARGUE WITH THAT.
WHAT DO YOU THINK OF THE ACADEMY? THE GROUNDS ARE BEAUTIFUL.
THE CAMPUS IS PERFECT. THE STUDENTS ARE PERFECT. I HATE IT. I KNOW THE PROFESSOR WANTED ME TO DRESS NICELY...
...TO MAKE A GOOD IMPRESSION, BUT I WISH I'D WORN MY OLDEST, MOST FRAYED, MOST COMFORTABLE PAIR OF JEANS. EVERYONE I SEE LOOKS ALIKE-- A SCHOOL OF PREPPIE, ZOMBIE CLONES. YUCK!

DOMINATING THE CAMPUS-- AND INDEED, THE ENTIRE VALLEY-- IS THE SCHOOL'S ADMINISTRATION BUILDING.
WELCOME, KATHERINE. WE'VE BEEN EXPECTING YOU.
COME WITH ME, DEAR. WE'LL GET YOU SQUARED AWAY. YOUR FRIEND CAN WAIT FOR YOU IN THIS LOUNGE.

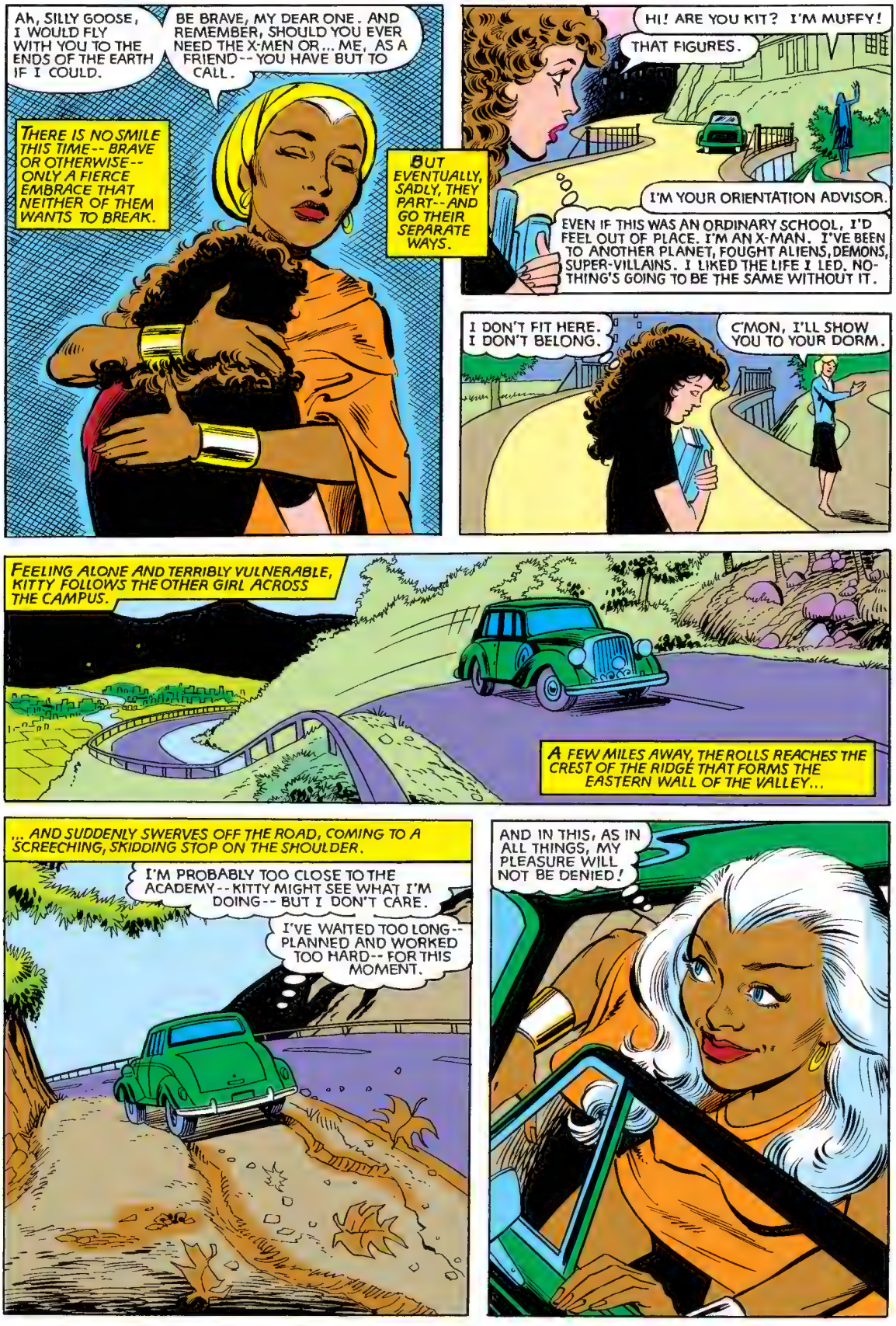

I SHOULD HAVE BEEN MORE HONEST WITH KITTY-- AND WITH SCOTT. I SHOULD HAVE TRUSTED HIM WITH MY APPREHENSIONS, AS KITTY TRUSTED ME WITH HER FEARS.
I'VE BEEN HALF-EXPECTING AN ATTACK SINCE WE LEFT THE MANSION. BUT THAT MAKES NO SENSE. THE HELL-FIRE CLUB WOULD NOT BE SO FOOLISHLY, UNNECESSARILY BRAZEN.
WHY SHOULD THEY BE? AS FAR AS KITTY'S CONCERNED, THEY'VE WON. SHE'S COMPLETELY IN THEIR POWER.

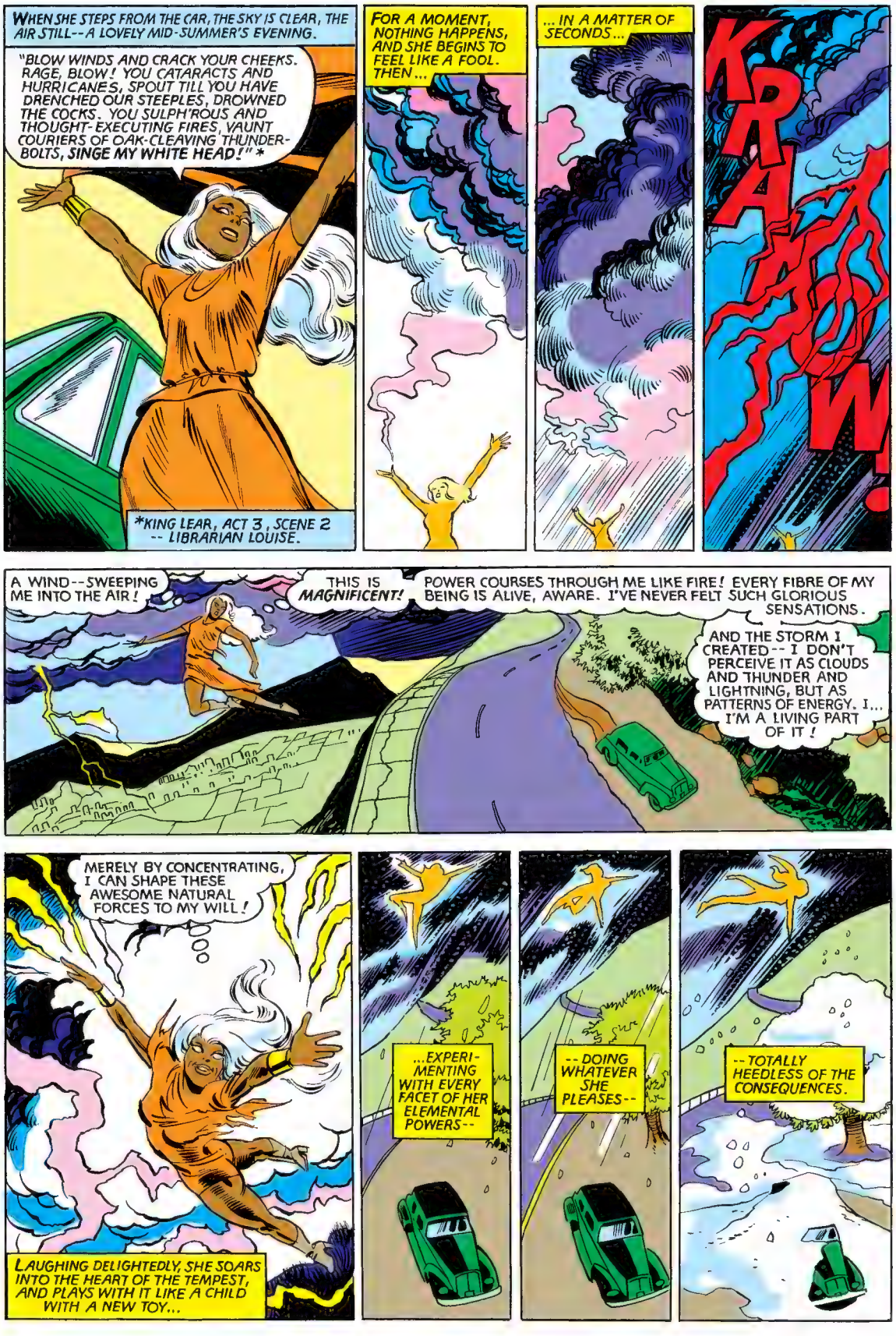

PERHAPS WOLVERINE WAS RIGHT. WE SHOULD HAVE DONE ANYTHING TO PREVENT THIS.
THAT'S RIGHT, ORORO. YOU SHOULD HAVE.
EMMA FROST!

LIGHT FLARES STAR-BRIGHT IN THE ROOM...
...AND HEADS LOOK UPWARDS IN CONFUSION AND ALARM AS A PEAL OF THUNDER RUMBLES ACROSS THE CLOUDLESS SKY.

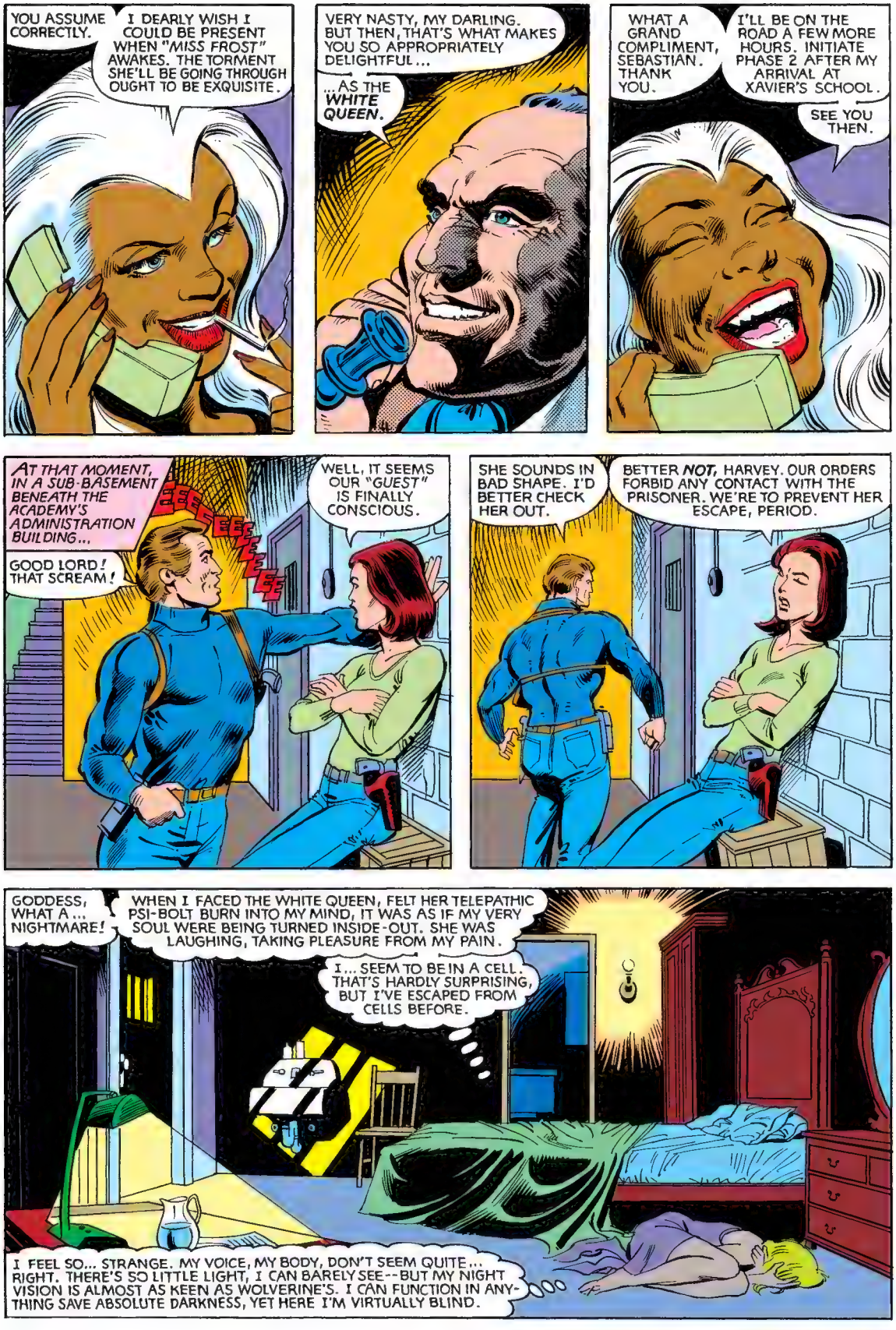

SOON AFTER THAT...
ARE YOU "SQUARED AWAY," KITTEN?
YEAH, PRETTY MUCH.
I SENSE SOMEHOW THAT THINGS ARE NOT QUITE SO AWFUL AS YOU ANTICIPATED.

NAH. THEY'RE WAITING 'TIL YOU LEAVE BEFORE WHEELING OUT THE RACK AND THUMB-SCREWS.
I MUST LEAVE, YOU KNOW.
IT'S A LONG TRIP HOME, ORORO. WANT SOME COMPANY?

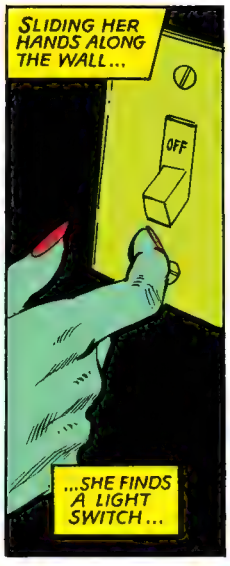

Ah, SILLY GOOSE, I WOULD FLY WITH YOU TO THE ENDS OF THE EARTH IF I COULD.
BE BRAVE, MY DEAR ONE. AND REMEMBER, SHOULD YOU EVER NEED THE X-MEN OR... ME, AS A FRIEND -- YOU HAVE BUT TO CALL.
THERE IS NO SMILE THIS TIME -- BRAVE OR OTHERWISE -- ONLY A FIERCE EMBRACE THAT NEITHER OF THEM WANTS TO BREAK.
BUT EVENTUALLY, SADLY, THEY PART -- AND GO THEIR SEPARATE WAYS.
HI! ARE YOU KIT? I'M MUFFY!
THAT FIGURES.
I'M YOUR ORIENTATION ADVISOR.
EVEN IF THIS WAS AN ORDINARY SCHOOL, I'D FEEL OUT OF PLACE. I'M AN X-MAN. I'VE BEEN TO ANOTHER PLANET, FOUGHT ALIENS, DEMONS, SUPER-VILLAINS. I LIKED THE LIFE I LED. NOTHING'S GOING TO BE THE SAME WITHOUT IT.
I DON'T FIT HERE. I DON'T BELONG.
C'MON, I'LL SHOW YOU TO YOUR DORM.
FEELING ALONE AND TERRIBLY VULNERABLE, KITTY FOLLOWS THE OTHER GIRL ACROSS THE CAMPUS.
A FEW MILES AWAY, THE ROLLS REACHES THE CREST OF THE RIDGE THAT FORMS THE EASTERN WALL OF THE VALLEY...
... AND SUDDENLY SWERVES OFF THE ROAD, COMING TO A SCREECHING, SKIDDING STOP ON THE SHOULDER.
I'M PROBABLY TOO CLOSE TO THE ACADEMY -- KITTY MIGHT SEE WHAT I'M DOING -- BUT I DON'T CARE.
I'VE WAITED TOO LONG -- PLANNED AND WORKED TOO HARD -- FOR THIS MOMENT.
AND IN THIS, AS IN ALL THINGS, MY PLEASURE WILL NOT BE DENIED!


WHEN SHE STEPS FROM THE CAR, THE SKY IS CLEAR, THE AIR STILL--A LOVELY MID-SUMMER'S EVENING.
"BLOW WINDS AND CRACK YOUR CHEEKS. RAGE, BLOW! YOU CATARACTS AND HURRICANES, SPOUT TILL YOU HAVE DRENCHED OUR STEEPLES, DROWNED THE COCKS. YOU SULPH'ROUS AND THOUGHT-EXECUTING FIRES, VAUNT COURIERS OF OAK-CLEAVING THUNDER-BOLTS, SINGE MY WHITE HEAD!" *
*KING LEAR, ACT 3, SCENE 2 -- LIBRARIAN LOUISE.
FOR A MOMENT, NOTHING HAPPENS, AND SHE BEGINS TO FEEL LIKE A FOOL. THEN...
... IN A MATTER OF SECONDS...
KRAAAAW!
A WIND--SWEEPING ME INTO THE AIR!
THIS IS MAGNIFICENT!
POWER COURSES THROUGH ME LIKE FIRE! EVERY FIBRE OF MY BEING IS ALIVE, AWARE. I'VE NEVER FELT SUCH GLORIOUS SENSATIONS.
AND THE STORM I CREATED -- I DON'T PERCEIVE IT AS CLOUDS AND THUNDER AND LIGHTNING, BUT AS PATTERNS OF ENERGY. I... I'M A LIVING PART OF IT!
MERELY BY CONCENTRATING, I CAN SHAPE THESE AWESOME NATURAL FORCES TO MY WILL!
LAUGHING DELIGHTEDLY, SHE SOARS INTO THE HEART OF THE TEMPEST, AND PLAYS WITH IT LIKE A CHILD WITH A NEW TOY...
...EXPERI-MENTING WITH EVERY FACET OF HER ELEMENTAL POWERS--
-- DOING WHATEVER SHE PLEASES--
-- TOTALLY HEEDLESS OF THE CONSEQUENCES.

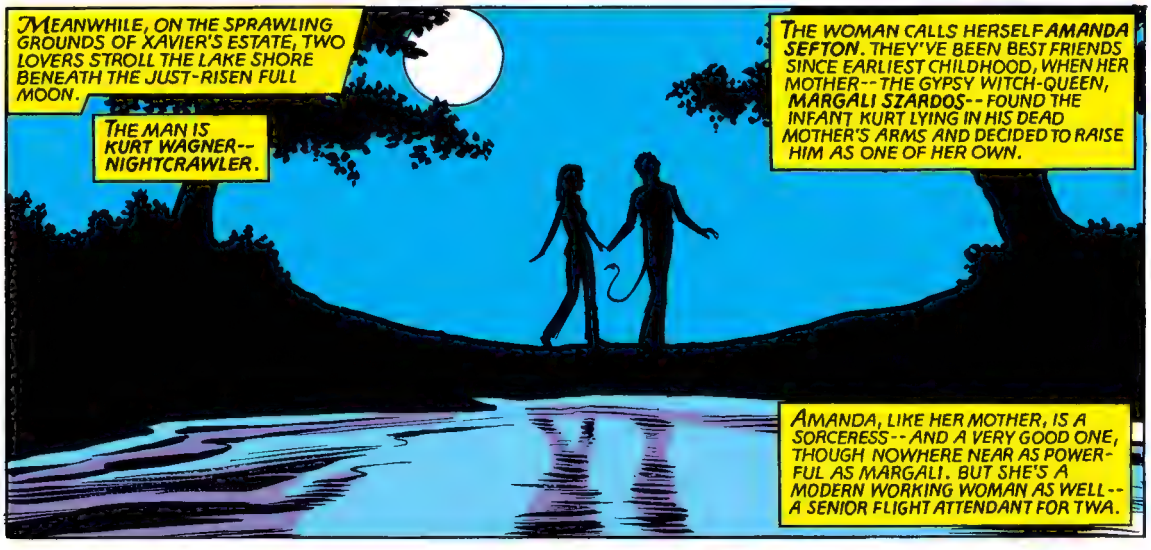
WHEN SHE LEARNS ALL SHE THINKS SHE NEEDS TO, SHE TRIES TO SEND THE STORM AWAY...
...ONLY TO DISCOVER -- LIKE THE MAN WHO GRABBED THE TIGER'S TAIL -- THAT SUCH FORCES ARE MORE EASILY SET IN MOTION THAN RESTRAINED.
SHE ACCEPTS THE CHALLENGE, PITTING HER HUMAN WILL AGAINST THE POWER OF NATURE GONE WILD.
THE STRUGGLE LEAVES HER EXHAUSTED, BUT AT ITS END...
... ALL IS ONCE MORE AS IT SHOULD BE.
IN THOSE LAST FEW MINUTES, I NEARLY LOST CONTROL. I MUST REMEMBER THAT I CANNOT CREATE SUCH EFFECTS OUT OF NOTHING. I MANIPULATE NATURAL WEATHER PATTERNS AT A FANTASTICALLY ACCELERATED RATE.
THAT REQUIRES ABSOLUTE PRECISION, TOTAL CONCENTRATION. IF I EVER LET THINGS GET OUT OF HAND--
--THE RESULTS COULD BE DEVASTATING.
STILL, THE EXPERIENCE WAS EXTRAORDINARY, THE ULTIMATE SENSUAL THRILL.
FOR A TIME, I BECAME ONE WITH THE EARTH ITSELF!
BUT ENOUGH OF THESE GAMES. I DID NOT BECOME STORM FOR MY OWN AMUSEMENT.
I HAVE WORK TO DO.
MOBILE OPERATOR, I SHOULD LIKE TO MAKE A PERSON-TO-PERSON CALL...
"...TO THE HELLFIRE CLUB."
SECONDS LATER, IN A VENERABLE MANSION ON NEW YORK CITY'S ULTRA-FASHIONABLE FIFTH AVENUE...
SEBASTIAN SHAW, HERE.
GOOD EVENING, SEBASTIAN. THIS IS ORORO. I'VE JUST DELIVERED KITTY PRYDE TO THE MASSACHUSETTS ACADEMY AND I THOUGHT I'D RING AN...OLD FRIEND. YOU DON'T MIND.
NOT AT ALL. JUDGING FROM RECENT WEATHER REPORTS IN YOUR VICINITY...
...I ASSUME ALL IS GOING TO PLAN.


YOU ASSUME CORRECTLY.
I DEARLY WISH I COULD BE PRESENT WHEN "MISS FROST" AWAKES. THE TORMENT SHE'LL BE GOING THROUGH OUGHT TO BE EXQUISITE.
VERY NASTY, MY DARLING. BUT THEN, THAT'S WHAT MAKES YOU SO APPROPRIATELY DELIGHTFUL...
...AS THE WHITE QUEEN.
WHAT A GRAND COMPLIMENT, SEBASTIAN. THANK YOU.
I'LL BE ON THE ROAD A FEW MORE HOURS. INITIATE PHASE 2 AFTER MY ARRIVAL AT XAVIER'S SCHOOL.
SEE YOU THEN.
AT THAT MOMENT, IN A SUB-BASEMENT BENEATH THE ACADEMY'S ADMINISTRATION BUILDING...
EEEEEEEEEEEE
GOOD LORD! THAT SCREAM!
WELL, IT SEEMS OUR "GUEST" IS FINALLY CONSCIOUS.
SHE SOUNDS IN BAD SHAPE. I'D BETTER CHECK HER OUT.
BETTER NOT, HARVEY. OUR ORDERS FORBID ANY CONTACT WITH THE PRISONER. WE'RE TO PREVENT HER ESCAPE, PERIOD.
GODDESS, WHAT A... NIGHTMARE!
WHEN I FACED THE WHITE QUEEN, FELT HER TELEPATHIC PSI-BOLT BURN INTO MY MIND, IT WAS AS IF MY VERY SOUL WERE BEING TURNED INSIDE-OUT. SHE WAS LAUGHING, TAKING PLEASURE FROM MY PAIN.
I... SEEM TO BE IN A CELL. THAT'S HARDLY SURPRISING, BUT I'VE ESCAPED FROM CELLS BEFORE.
I FEEL SO... STRANGE. MY VOICE, MY BODY, DON'T SEEM QUITE... RIGHT. THERE'S SO LITTLE LIGHT, I CAN BARELY SEE--BUT MY NIGHT VISION IS ALMOST AS KEEN AS WOLVERINE'S. I CAN FUNCTION IN ANYTHING SAVE ABSOLUTE DARKNESS, YET HERE I'M VIRTUALLY BLIND.

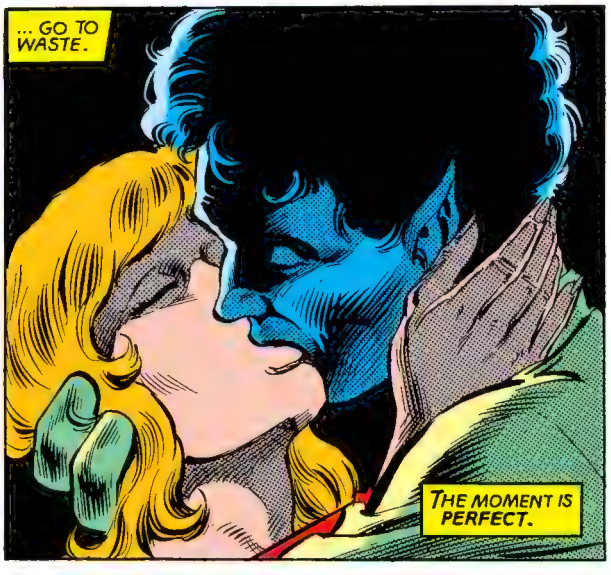
I'LL TRY TO GENERATE SOME BALL LIGHTNING.
NOTHING'S HAPPENING! NO MATTER HOW HARD I TRY, I CAN'T UTILIZE ANY OF MY ELEMENTAL POWERS! WHAT HAS THAT WITCH DONE TO ME?!

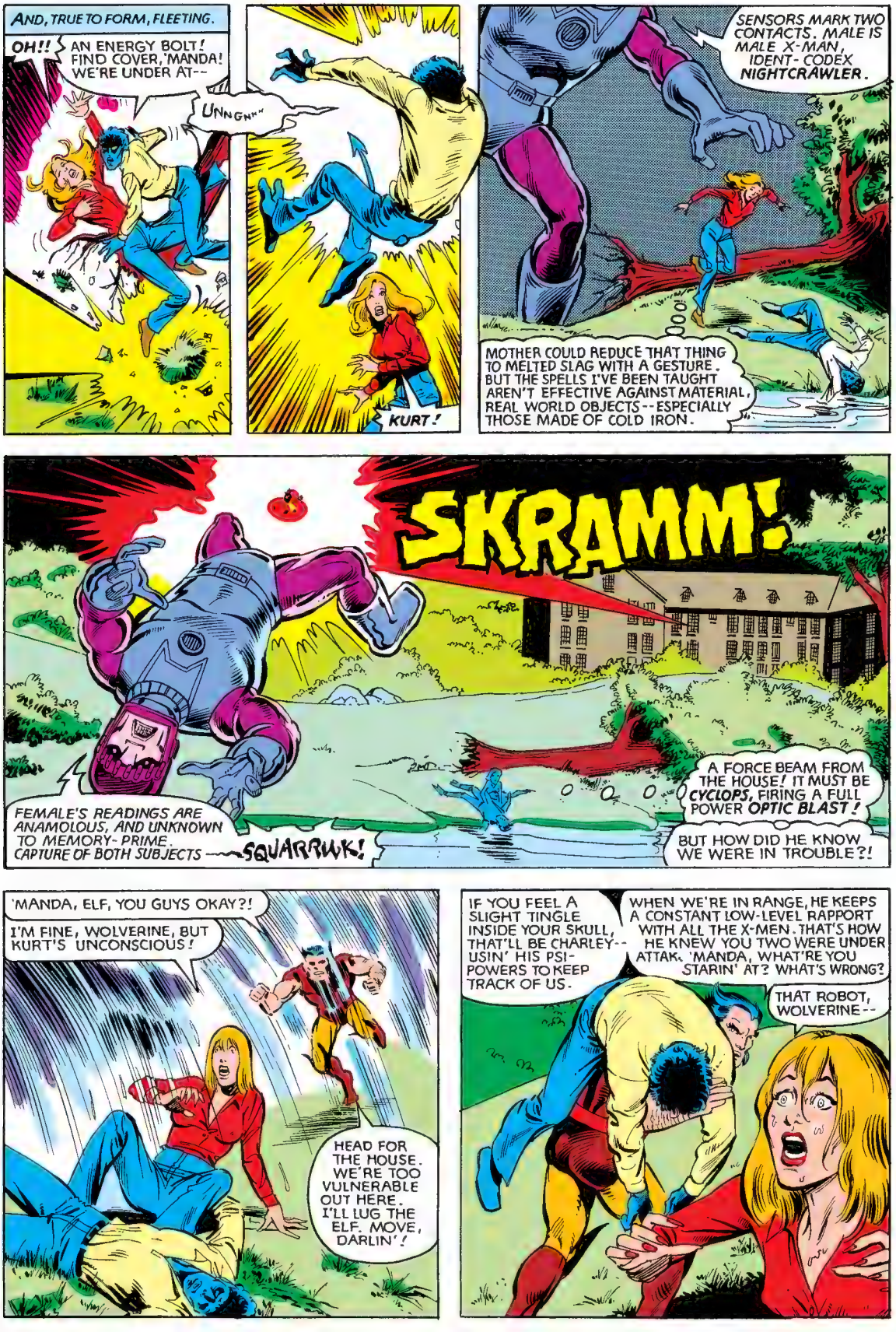

SLIDING HER HANDS ALONG THE WALL...
OFF
...SHE FINDS A LIGHT SWITCH...

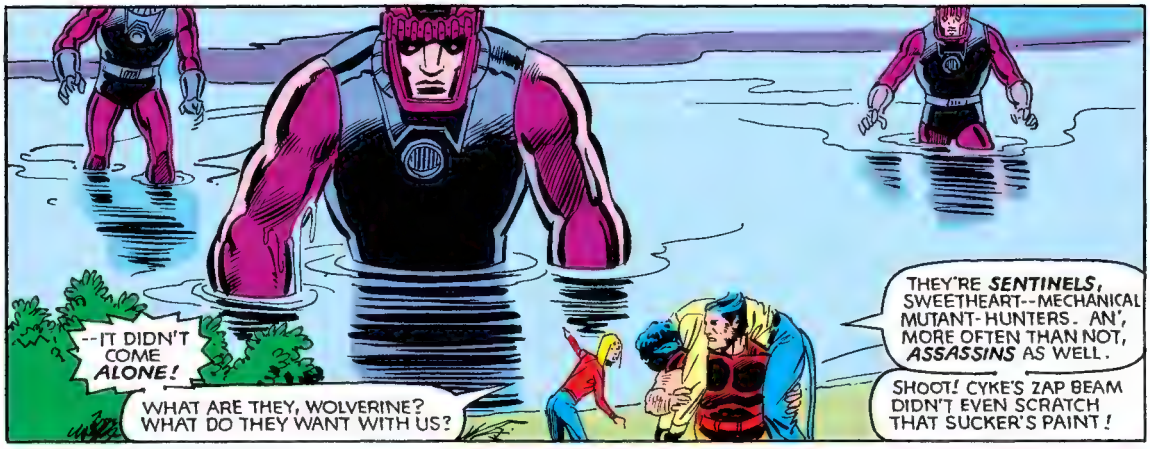
...AND LEARNS, FROM HER REFLECTION IN THE MIRROR BEFORE HER, THE ANSWER TO HER ANGUISHED QUESTION.
NO! GODDESS-- NO!!

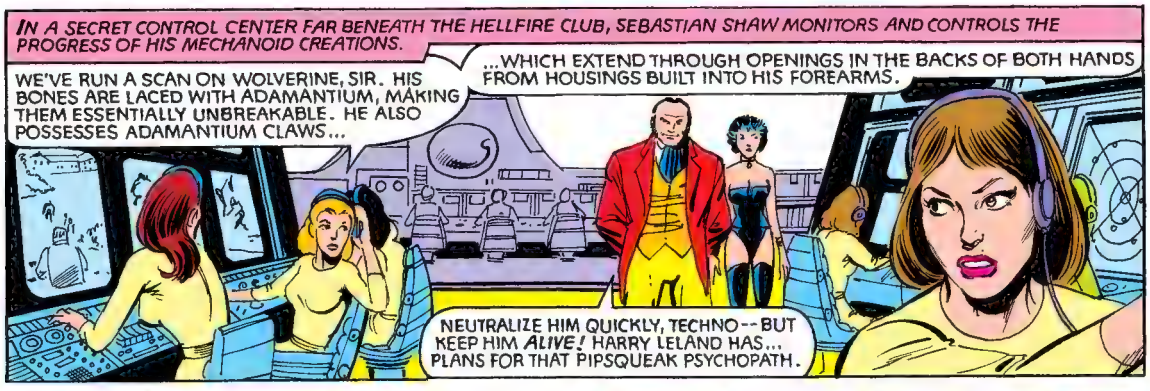

MEANWHILE, ON THE SPRAWLING GROUNDS OF XAVIER'S ESTATE, TWO LOVERS STROLL THE LAKE SHORE BENEATH THE JUST-RISEN FULL MOON.
THE MAN IS KURT WAGNER-- NIGHTCRAWLER.
THE WOMAN CALLS HERSELF AMANDA SEFTON. THEY'VE BEEN BEST FRIENDS SINCE EARLIEST CHILDHOOD, WHEN HER MOTHER--THE GYPSY WITCH-QUEEN, MARGALI SZARDOS--FOUND THE INFANT KURT LYING IN HIS DEAD MOTHER'S ARMS AND DECIDED TO RAISE HIM AS ONE OF HER OWN.
AMANDA, LIKE HER MOTHER, IS A SORCERESS--AND A VERY GOOD ONE, THOUGH NOWHERE NEAR AS POWERFUL AS MARGALI. BUT SHE'S A MODERN WORKING WOMAN AS WELL--A SENIOR FLIGHT ATTENDANT FOR TWA.

IT'S BEEN MONTHS SINCE THEY LAST SAW EACH OTHER.
AND NEITHER OF THEM MEAN TO LET THIS PRECIOUS TIME...

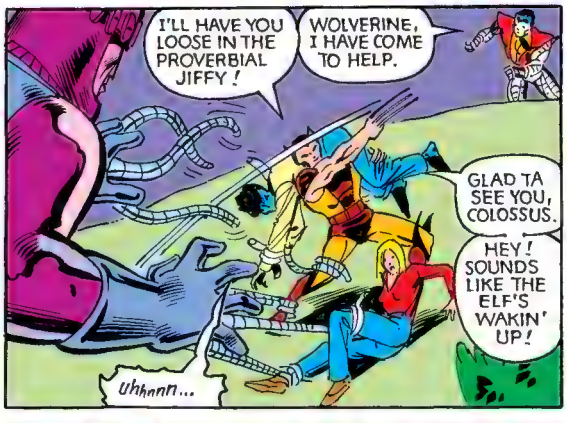

... GO TO WASTE.
THE MOMENT IS PERFECT.

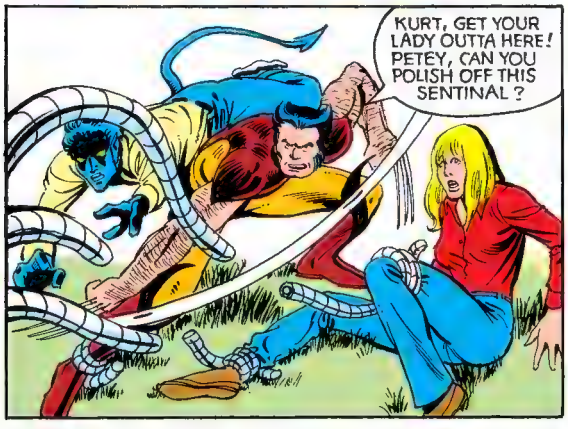

AND, TRUE TO FORM, FLEETING.
OH!!
AN ENERGY BOLT! FIND COVER, 'MANDA! WE'RE UNDER AT--
UNNGNH"
KURT!
SENSORS MARK TWO CONTACTS. MALE IS MALE X-MAN, IDENT- CODEX NIGHTCRAWLER.
MOTHER COULD REDUCE THAT THING TO MELTED SLAG WITH A GESTURE. BUT THE SPELLS I'VE BEEN TAUGHT AREN'T EFFECTIVE AGAINST MATERIAL, REAL WORLD OBJECTS--ESPECIALLY THOSE MADE OF COLD IRON.
SKRAMM!
FEMALE'S READINGS ARE ANAMOLOUS, AND UNKNOWN TO MEMORY- PRIME. CAPTURE OF BOTH SUBJECTS --
SQUARRWK!
A FORCE BEAM FROM THE HOUSE! IT MUST BE CYCLOPS, FIRING A FULL POWER OPTIC BLAST!
BUT HOW DID HE KNOW WE WERE IN TROUBLE?!
'MANDA, ELF, YOU GUYS OKAY?!
I'M FINE, WOLVERINE, BUT KURT'S UNCONSCIOUS!
HEAD FOR THE HOUSE. WE'RE TOO VULNERABLE OUT HERE. I'LL LUG THE ELF. MOVE, DARLIN'!
IF YOU FEEL A SLIGHT TINGLE INSIDE YOUR SKULL, THAT'LL BE CHARLEY-- USIN' HIS PSI- POWERS TO KEEP TRACK OF US.
WHEN WE'RE IN RANGE, HE KEEPS A CONSTANT LOW-LEVEL RAPPORT WITH ALL THE X-MEN. THAT'S HOW HE KNEW YOU TWO WERE UNDER ATTAK. 'MANDA, WHAT'RE YOU STARIN' AT? WHAT'S WRONG?
THAT ROBOT, WOLVERINE--

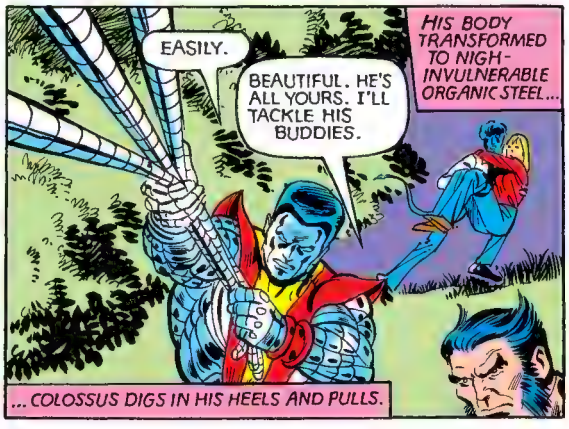

--IT DIDN'T COME ALONE!
WHAT ARE THEY, WOLVERINE? WHAT DO THEY WANT WITH US?
THEY'RE SENTINELS, SWEETHEART--MECHANICAL MUTANT-HUNTERS. AN', MORE OFTEN THAN NOT, ASSASSINS AS WELL.
SHOOT! CYKE'S ZAP BEAM DIDN'T EVEN SCRATCH THAT SUCKER'S PAINT!


IN A SECRET CONTROL CENTER FAR BENEATH THE HELLFIRE CLUB, SEBASTIAN SHAW MONITORS AND CONTROLS THE PROGRESS OF HIS MECHANOID CREATIONS.
WE'VE RUN A SCAN ON WOLVERINE, SIR. HIS BONES ARE LACED WITH ADAMANTIUM, MAKING THEM ESSENTIALLY UNBREAKABLE. HE ALSO POSSESSES ADAMANTIUM CLAWS...
...WHICH EXTEND THROUGH OPENINGS IN THE BACKS OF BOTH HANDS FROM HOUSINGS BUILT INTO HIS FOREARMS.
NEUTRALIZE HIM QUICKLY, TECHNO--BUT KEEP HIM ALIVE! HARRY LELAND HAS... PLANS FOR THAT PIPSQUEAK PSYCHOPATH.

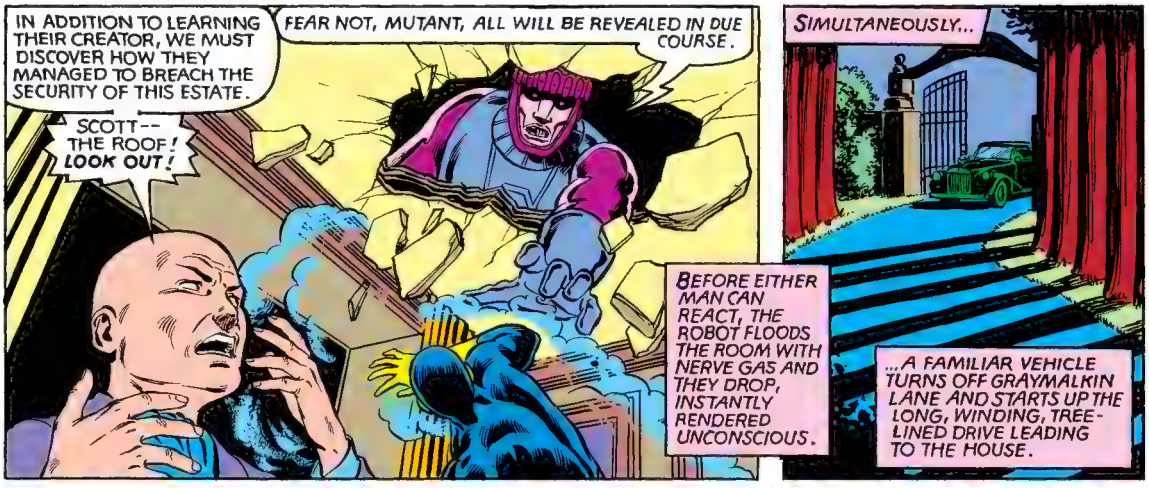
CABLES! I'M CAUGHT!
NO PROBLEM, 'MANDA.

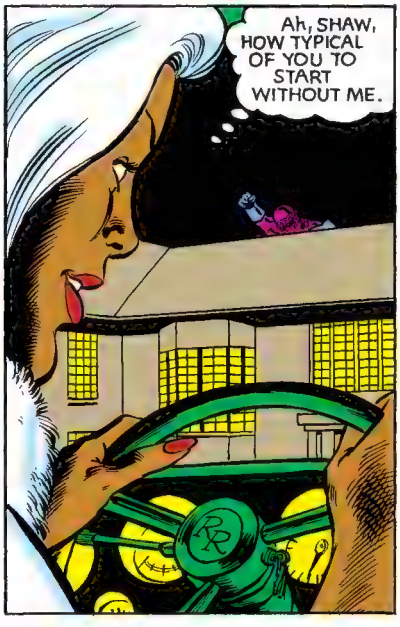

I'LL HAVE YOU LOOSE IN THE PROVERBIAL JIFFY!
WOLVERINE, I HAVE COME TO HELP.
GLAD TA SEE YOU, COLOSSUS.
HEY! SOUNDS LIKE THE ELF'S WAKIN' UP!
Uhhnnn...


KURT, GET YOUR LADY OUTTA HERE! PETEY, CAN YOU POLISH OFF THIS SENTINAL?

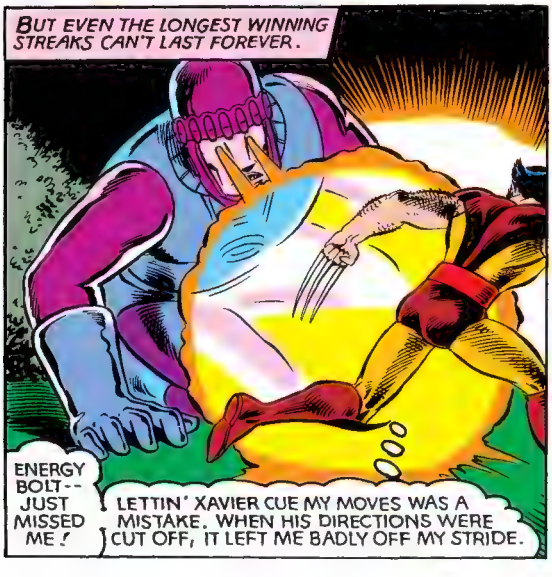

EASILY.
BEAUTIFUL. HE'S ALL YOURS. I'LL TACKLE HIS BUDDIES.
HIS BODY TRANSFORMED TO NIGH-INVULNERABLE ORGANIC STEEL...
...COLOSSUS DIGS IN HIS HEELS AND PULLS.

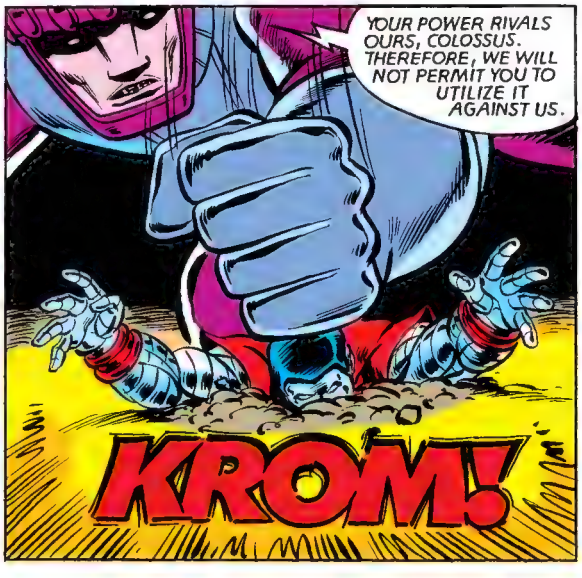
THE RESULTS ARE SPECTACULAR.
HAH! THE JUDO THROWS CYCLOPS TAUGHT ME WORK AS WELL AGAINST GIANT ROBOTS AS AGAINST PEOPLE!
A-4, EXECUTE IMMEDIATE "STARFIRE" SEQUENCE TO IMMOBILIZE TARGET.
THAT LIGHT-- BLINDING!
MY-- EYES!!
KANG!
THAT BLAST CAUGHT WOLVERINE FULL IN THE FACE. HIS ENHANCED, SUPER-SENSITIVE EYESIGHT MUST HAVE MADE HIM ESPECIALLY VULNERABLE TO ITS ATTACK.
I MUST PROTECT HIM UNTIL HE RECOVERS.
COLOSSUS-- PETEY-- I... I CAN'T SEE!
TARGET WOLVERINE IS HELPLESS. SENTINAL A-3 WILL APPREHEND TARGET AT ONCE.
FORGET IT, BUB!
I MAY BE BLIND, BUT MY OTHER SENSES ARE WORKIN' FINE! I DON'T NEED TO SEE YOUR UGLY FACE TO CUT IT TO RIBBONS. CAPICE, SUCKER?
SQUARRWK!!
WOLVERINE, LET ME BE YOUR EYES. I WILL GUIDE YOU WITH MY THOUGHTS.
WHERE'D THEY COME FROM, PROFESSOR?! I THOUGHT WE WERE DONE WITH SENTINELS FOR GOOD WHEN WE PUT STEPHEN LANG AND HIS "PROJECT ARMAGEDDON" OUT OF BUSINESS. *
I DO NOT KNOW, CYCLOPS.
*WAY BACK IN X-MEN #'S 98-100 -- LOOKED IT UP LOUISE.


IN ADDITION TO LEARNING THEIR CREATOR, WE MUST DISCOVER HOW THEY MANAGED TO BREACH THE SECURITY OF THIS ESTATE.
FEAR NOT, MUTANT, ALL WILL BE REVEALED IN DUE COURSE.
SCOTT-- THE ROOF! LOOK OUT!
BEFORE EITHER MAN CAN REACT, THE ROBOT FLOODS THE ROOM WITH NERVE GAS AND THEY DROP, INSTANTLY RENDERED UNCONSCIOUS.
SIMULTANEOUSLY...
...A FAMILIAR VEHICLE TURNS OFF GRAYMALKIN LANE AND STARTS UP THE LONG, WINDING, TREE-LINED DRIVE LEADING TO THE HOUSE.

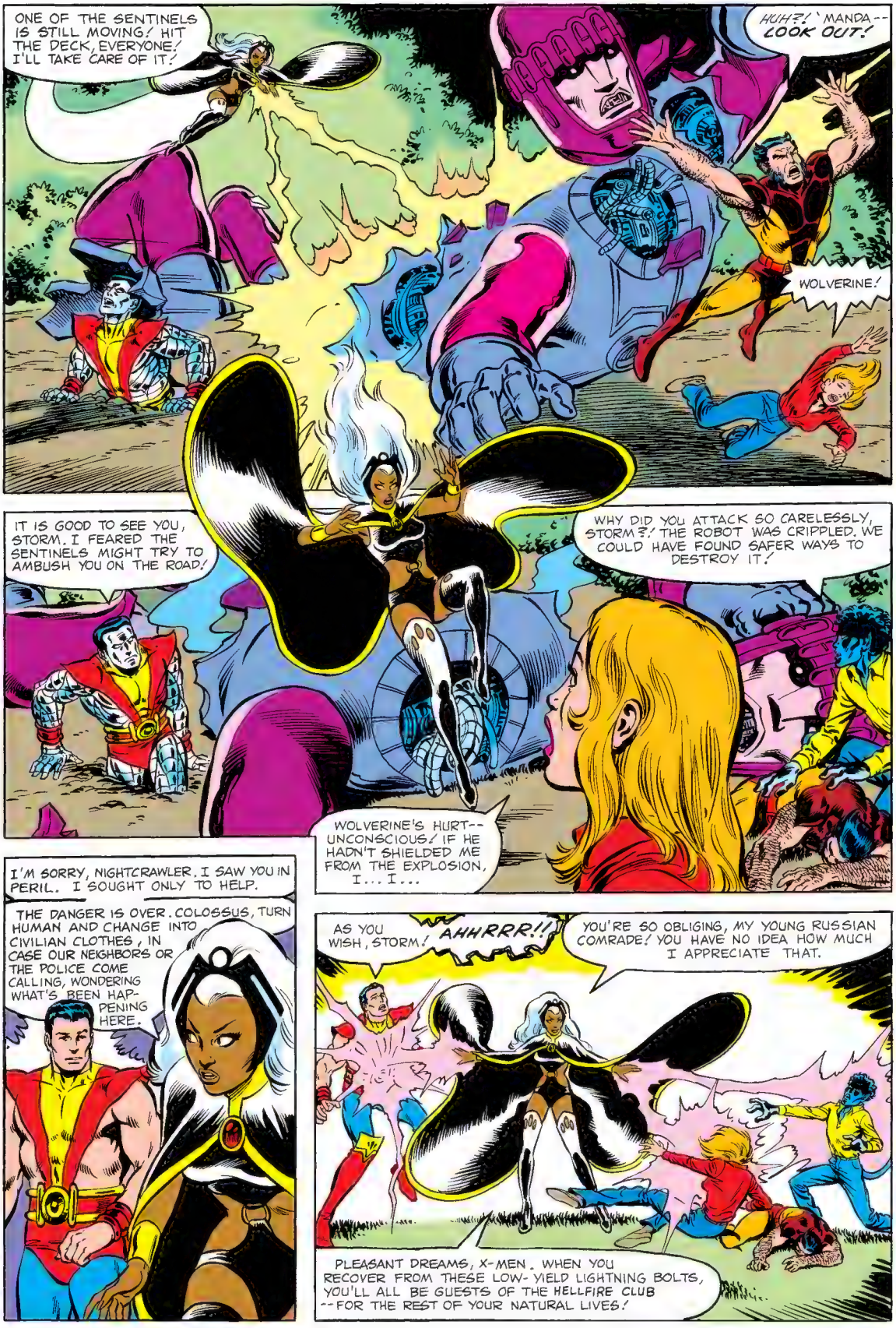

Ah, SHAW, HOW TYPICAL OF YOU TO START WITHOUT ME.

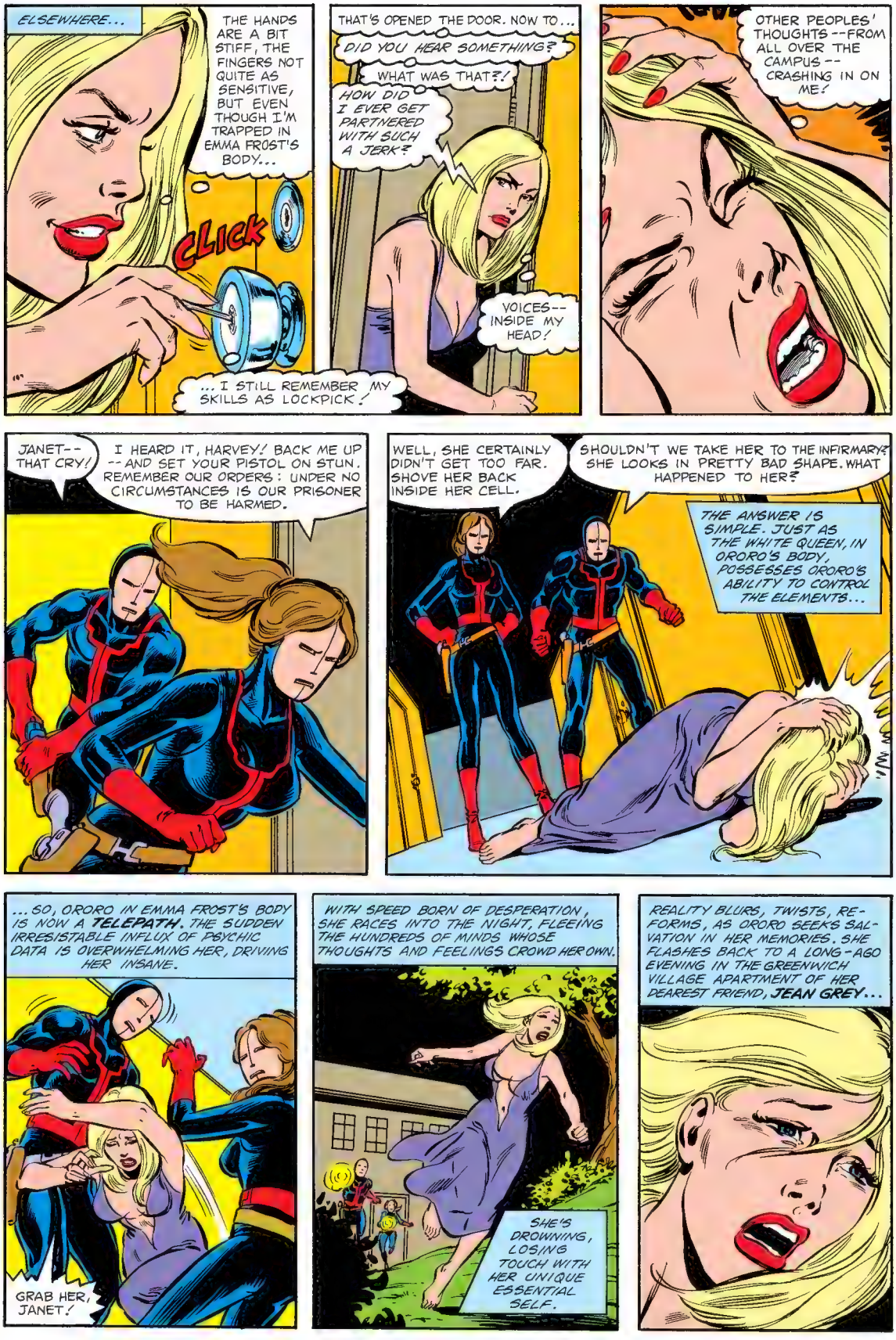
DO YOU HOPE THAT YOUR PRECIOUS TOYS CAN DEFEAT THE X-MEN SINGLE-HANDEDLY, THEREBY RENDERING MY PLAN TO INFILTRATE THEM POINTLESS.
I WISH YOU LUCK, MY DARLING, BECAUSE I THINK YOU'LL NEED IT.
THE X-MEN HAVE FOUGHT THE SENTINELS BEFORE-- AND TRIUMPHED EVERY TIME.

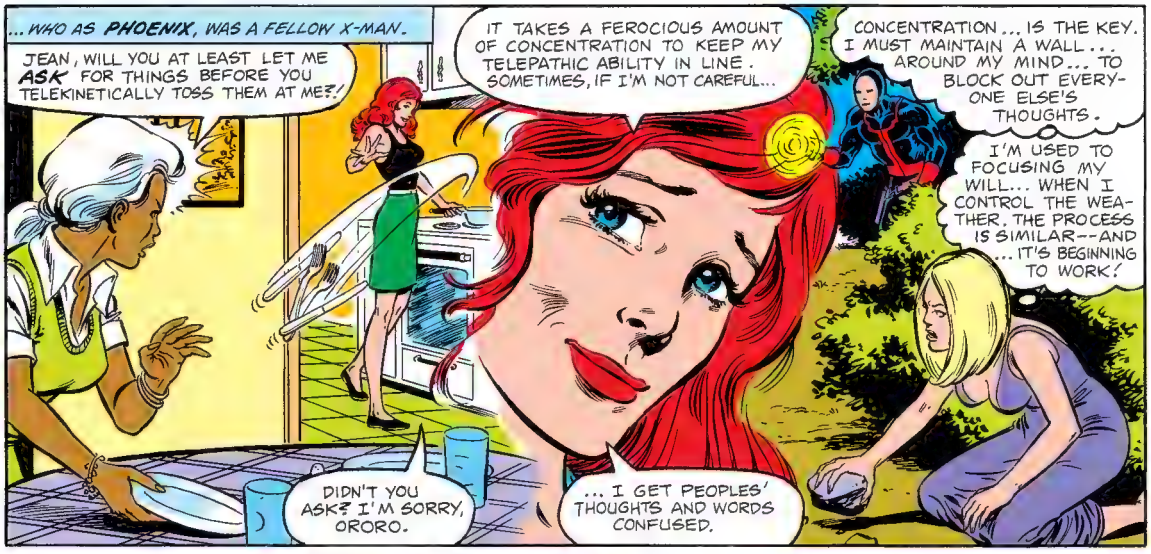

BUT EVEN THE LONGEST WINNING STREAKS CAN'T LAST FOREVER.
ENERGY BOLT-- JUST MISSED ME!
LETTIN' XAVIER CUE MY MOVES WAS A MISTAKE. WHEN HIS DIRECTIONS WERE CUT OFF, IT LEFT ME BADLY OFF MY STRIDE.

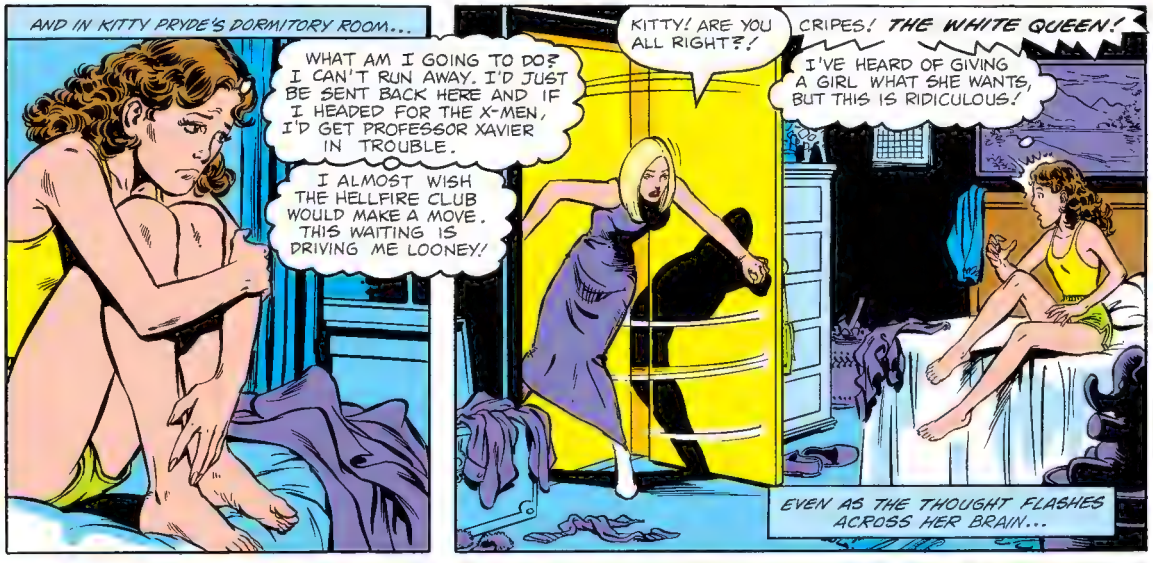

YOUR POWER RIVALS OURS, COLOSSUS. THEREFORE, WE WILL NOT PERMIT YOU TO UTILIZE IT AGAINST US.
KROM!

COLOSSUS IS STUCK, AT LEAST FOR THE MOMENT.
WOLVIE, 'MANDA, HEAD FOR THE TREES. THE SENTINELS WILL HAVE TROUBLE TRACKING AND CAPTURING YOU THERE.
KURT, WHAT ABOUT YOU?!
WITHOUT ANSWERING, NIGHTCRAWLER TELEPORTS TO THE X-MEN'S ARMORY, STOCKED WITH MYRIAD VARIETIES OF ESOTERIC, DEADLY WEAPONRY.
THIS CASE OF PLASTIQUE SHOULD DO THE TRICK NICELY.
THEN, TELEPORTING AS FAST AS HE CAN, HE RETURNS TO THE FRAY...
...SPACE-SHIFTING FROM SENTINEL TO SENTINEL FASTER THAN THE EYE CAN FOLLOW, ATTACHING THICK GOBS OF PLASTIC EXPLOSIVE AND DETONATORS TO THEIR JOINTS. START TO FINISH, THE JOB TAKES NINE SECONDS.
HE'D SET THE DETONATORS FOR TEN.

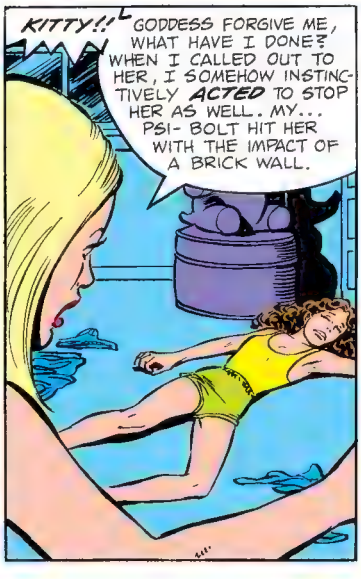

ONE OF THE SENTINELS IS STILL MOVING! HIT THE DECK, EVERYONE! I'LL TAKE CARE OF IT!
HUH?! 'MANDA-- LOOK OUT!
WOLVERINE!
IT IS GOOD TO SEE YOU, STORM. I FEARED THE SENTINELS MIGHT TRY TO AMBUSH YOU ON THE ROAD!
WHY DID YOU ATTACK SO CARELESSLY, STORM?! THE ROBOT WAS CRIPPLED. WE COULD HAVE FOUND SAFER WAYS TO DESTROY IT!
WOLVERINE'S HURT-- UNCONSCIOUS! IF HE HADN'T SHIELDED ME FROM THE EXPLOSION, I... I...
I'M SORRY, NIGHTCRAWLER. I SAW YOU IN PERIL. I SOUGHT ONLY TO HELP.
THE DANGER IS OVER. COLOSSUS, TURN HUMAN AND CHANGE INTO CIVILIAN CLOTHES, IN CASE OUR NEIGHBORS OR THE POLICE COME CALLING, WONDERING WHAT'S BEEN HAPPENING HERE.
AS YOU WISH, STORM!
AHHRRR!!
YOU'RE SO OBLIGING, MY YOUNG RUSSIAN COMRADE! YOU HAVE NO IDEA HOW MUCH I APPRECIATE THAT.
PLEASANT DREAMS, X-MEN. WHEN YOU RECOVER FROM THESE LOW-YIELD LIGHTNING BOLTS, YOU'LL ALL BE GUESTS OF THE HELLFIRE CLUB --FOR THE REST OF YOUR NATURAL LIVES!


ELSEWHERE...
THE HANDS ARE A BIT STIFF, THE FINGERS NOT QUITE AS SENSITIVE, BUT EVEN THOUGH I'M TRAPPED IN EMMA FROST'S BODY...
CLICK
... I STILL REMEMBER MY SKILLS AS LOCKPICK!
THAT'S OPENED THE DOOR. NOW TO...
DID YOU HEAR SOMETHING?
WHAT WAS THAT?!
HOW DID I EVER GET PARTNERED WITH SUCH A JERK?
VOICES-- INSIDE MY HEAD!
OTHER PEOPLES' THOUGHTS--FROM ALL OVER THE CAMPUS-- CRASHING IN ON ME!
JANET-- THAT CRY!
I HEARD IT, HARVEY! BACK ME UP--AND SET YOUR PISTOL ON STUN. REMEMBER OUR ORDERS: UNDER NO CIRCUMSTANCES IS OUR PRISONER TO BE HARMED.
WELL, SHE CERTAINLY DIDN'T GET TOO FAR. SHOVE HER BACK INSIDE HER CELL.
SHOULDN'T WE TAKE HER TO THE INFIRMARY? SHE LOOKS IN PRETTY BAD SHAPE. WHAT HAPPENED TO HER?
THE ANSWER IS SIMPLE. JUST AS THE WHITE QUEEN, IN ORORO'S BODY, POSSESSES ORORO'S ABILITY TO CONTROL THE ELEMENTS...
...SO, ORORO IN EMMA FROST'S BODY IS NOW A TELEPATH. THE SUDDEN IRRESISTABLE INFLUX OF PSYCHIC DATA IS OVERWHELMING HER, DRIVING HER INSANE.
GRAB HER, JANET!
WITH SPEED BORN OF DESPERATION, SHE RACES INTO THE NIGHT, FLEEING THE HUNDREDS OF MINDS WHOSE THOUGHTS AND FEELINGS CROWD HER OWN.
SHE'S DROWNING, LOSING TOUCH WITH HER UNIQUE ESSENTIAL SELF.
REALITY BLURS, TWISTS, REFORMS, AS ORORO SEEK'S SALVATION IN HER MEMORIES. SHE FLASHES BACK TO A LONG-AGO EVENING IN THE GREENWICH VILLAGE APARTMENT OF HER DEAREST FRIEND, JEAN GREY...


...WHO AS PHOENIX, WAS A FELLOW X-MAN.
JEAN, WILL YOU AT LEAST LET ME ASK FOR THINGS BEFORE YOU TELEKINETICALLY TOSS THEM AT ME?!
DIDN'T YOU ASK? I'M SORRY, ORORO.
IT TAKES A FEROCIOUS AMOUNT OF CONCENTRATION TO KEEP MY TELEPATHIC ABILITY IN LINE. SOMETIMES, IF I'M NOT CAREFUL...
... I GET PEOPLES' THOUGHTS AND WORDS CONFUSED.
CONCENTRATION... IS THE KEY. I MUST MAINTAIN A WALL... AROUND MY MIND... TO BLOCK OUT EVERY-ONE ELSE'S THOUGHTS.
I'M USED TO FOCUSING MY WILL... WHEN I CONTROL THE WEA-THER, THE PROCESS IS SIMILAR--AND ... IT'S BEGINNING TO WORK!


AND IN KITTY PRYDE'S DORMITORY ROOM...
WHAT AM I GOING TO DO? I CAN'T RUN AWAY. I'D JUST BE SENT BACK HERE AND IF I HEADED FOR THE X-MEN, I'D GET PROFESSOR XAVIER IN TROUBLE.
I ALMOST WISH THE HELLFIRE CLUB WOULD MAKE A MOVE. THIS WAITING IS DRIVING ME LOONEY!
KITTY! ARE YOU ALL RIGHT?!
CRIPES! THE WHITE QUEEN!
I'VE HEARD OF GIVING A GIRL WHAT SHE WANTS, BUT THIS IS RIDICULOUS!
EVEN AS THE THOUGHT FLASHES ACROSS HER BRAIN...

... KITTY DIVES OFF THE BED, MEANING TO PHASE THROUGH THE FLOOR AND ESCAPE...
CHILD--DON'T STOP!
WUNNGFF!


KITTY!!
GODDESS FORGIVE ME, WHAT HAVE I DONE? WHEN I CALLED OUT TO HER, I SOMEHOW INSTINC-TIVELY ACTED TO STOP HER AS WELL. MY... PSI- BOLT HIT HER WITH THE IMPACT OF A BRICK WALL.

I CAME TO SAVE THIS CHILD I LOVE--
--AND INSTEAD I MAY HAVE KILLED HER!
NEXT TO BE CONCLUDED... IN THE HELLFIRE GAMBIT!

X-MAIL

c/o MARVEL COMICS GROUP
575 Madison Avenue
New York, New York 10022

LOUISE JONES
EDITOR
DANNY FINGEROTH
ASSISTANT EDITOR

For those of you who might have felt just a wee bit disconcerted by the new names listed as pencilers on this issue, some reassurance. What with one thing and another — especially our double-sized 150th issue extravaganza — schedules on the X-MEN have gotten hectic of late. So, to buy all concerned time to do their best work, Louise suggested giving a chance to some talented guys who've been clamoring to try their hands on this mag. Dave is already hard at work on X-MEN #153 and as near as we can determine, it should be quite... unlike anything seen before in this book. 'Til then, enjoy the goodies being presented courtesy of Jim Sherman, Bob McLeod and our stalwart favorite, Josef Rubinstein.

Dear Mr. Claremont:

Your creation of Kitty Pryde is marvelous! I really love her personality, innocence, etc. I love your idea about Kitty's age: 13 1/2 years old. The age is absolutely perfect! This age is the average age of the Marvel readers. I love her eyes because they are wide-eyed. It gives me a special feeling of innocence, *but* I think Kitty Pryde needs improvement.

Her personality is too "wishy-washy" or "goody-goody." No teenager her age is "goody-goody" in this generation. This generation is very different. All the teenagers Kitty's age are involved in school, friends and of course — *drugs!* How come Kitty doesn't go to school like everybody else? How come she doesn't have friends her age? You must create Kitty's views of everything, like drugs, sex, friends, career, school, etc. It will give popularity to the comic because all the readers are living in the real world. The X-Men don't; they are living in the imaginary world.

I think you should write a long story (3 issues or more) about Kitty getting involved in drugs like marijuana, alcohol, etc. I know there is a ban on printing drug stories in the comic books, but I think you should because it will save a lot of lives. This story is not a dream. This story will give a special notice about how bad drugs are.

I'm not a junkie, user or pothead. I'm clean. I don't like to see some teenagers my age get involved in drugs and risk their lives. I really want you to tell the world how bad drugs are. If you print that, it will make the readers think about drugs and *will* save a lot of lives!

Amy Cohen, Age 14
693 E. 58th St.
Brooklyn, NY 11234

Thanks for your moving thoughts, Amy. There are a multitude of problems facing young people of your — and Kitty's — age today. And, though the kid may be getting better and better at facing down monstrous mutant menaces, she's still got to deal with the same conflicts and crises of growing up as anyone her age does. Which is what makes here so fascinating to us, and — judging from our mail — to you. So, as time goes by, you can bet we'll see Kitty confronting these dilemmas, including the ones you mentioned.

Dear Marvel,

In X-MEN #145, Cyclops is washed ashore without his glasses on. He rips his shirt to make a blindfold to hold back his optic beams, but only the ruby quartz lenses of his glasses are able to hold back his optic beams. Try to explain that. I will be expecting my No-Prize in the mail soon.

Michael Variella
280-66 Belmont Ave.
East Islip, NY 11730

Sorry, Mike, we have an explanation. Scott can also hold his optic blasts in check by simply shutting his eyes. The blindfold was intended to make sure that his eyes stay shut and that he couldn't open them, even a little, even by accident.

Dear Chris,

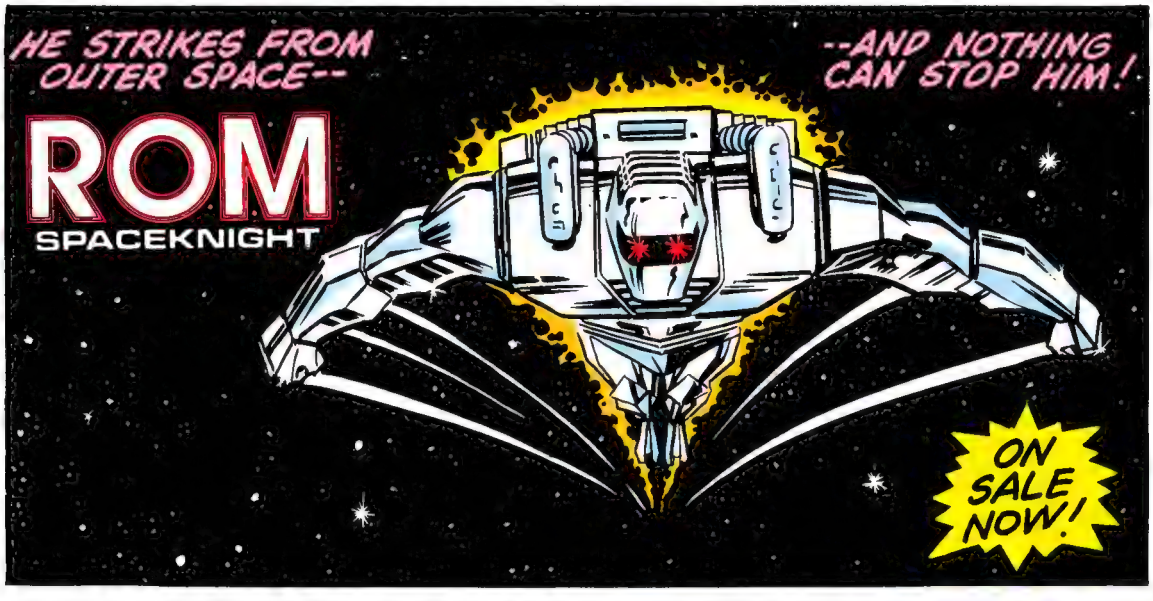
First, I'd like to welcome Dave Cockrum back. I really loved Byrne and Austin's work but give me a little time to get used to you again, Dave, because I'm sure you're going to do just great (again)!

The story in issue #145 was all right. Ororo's interest in Dr. Doom both surprised and fascinated me. She seems to have little interest in the opposite sex except as friends and for her to be so drawn to Doom is a very interesting insight into her character.

Also, it seems about time for us to hear from Corsair again. What's the word on him?

Cathy Birdsong
2717 Deer Creek Dr. #109
Arlington, Texas 76010

Funny you should mention Corsair, Cathy, because it is indeed time Marveldom Assembled heard from him again. In fact, he'll be making his long-awaited reappearance in a matter of months — X-MEN #154, to be precise — by dropping in on Cyclops and Storm. And we do mean *dropping in*!



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SPIDER-MAN AND HIS AMAZING FRIENDS!
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THE UNCANNY
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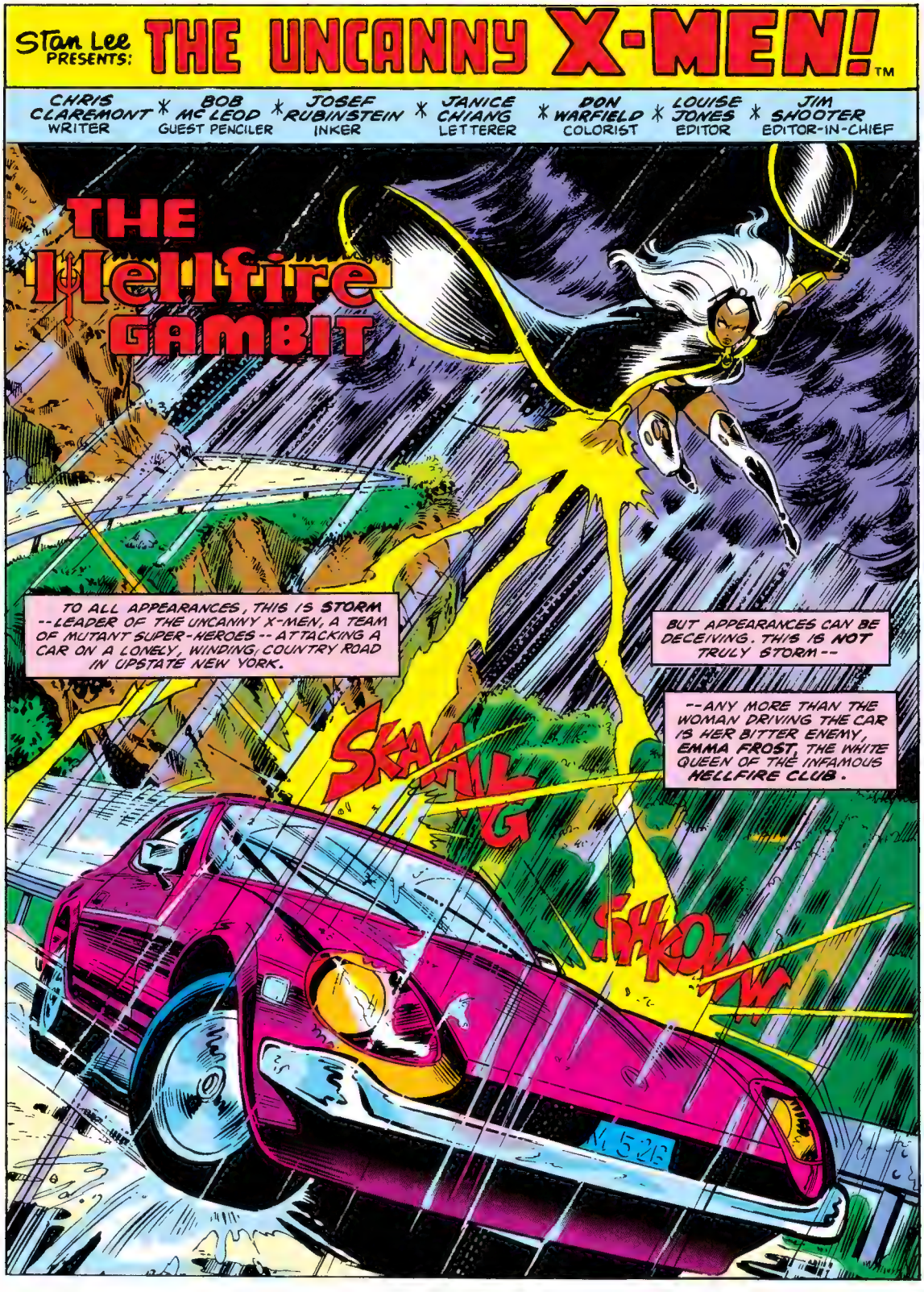
Stan Lee PRESENTS: THE UNCANNY X-MEN!™
CHRIS CLAREMONT WRITER
BOB MC LEOD GUEST PENCILER
JOSEF RUBINSTEIN INKER
JANICE CHIANG LETTERER
DON WARFIELD COLORIST
LOUISE JONES EDITOR
JIM SHOOTER EDITOR-IN-CHIEF
THE Hellfire GAMBIT
TO ALL APPEARANCES, THIS IS STORM --LEADER OF THE UNCANNY X-MEN, A TEAM OF MUTANT SUPER-HEROES -- ATTACKING A CAR ON A LONELY, WINDING COUNTRY ROAD IN UPSTATE NEW YORK.
BUT APPEARANCES CAN BE DECEIVING. THIS IS NOT TRULY STORM --
--ANY MORE THAN THE WOMAN DRIVING THE CAR IS HER BITTER ENEMY, EMMA FROST, THE WHITE QUEEN OF THE INFAMOUS HELLFIRE CLUB.
SKAAAWL
G
SHKOW
W

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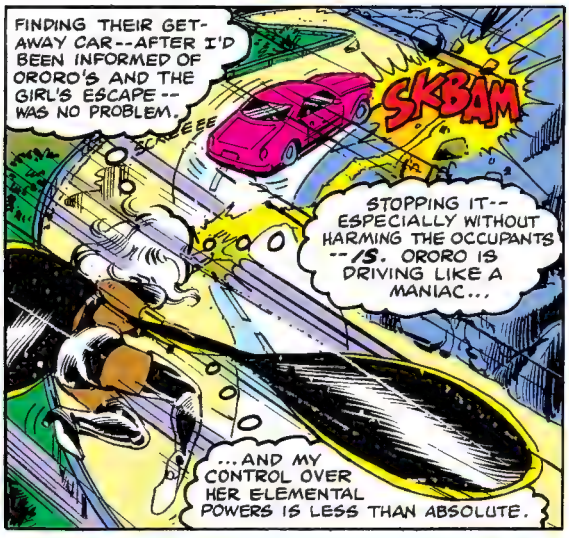
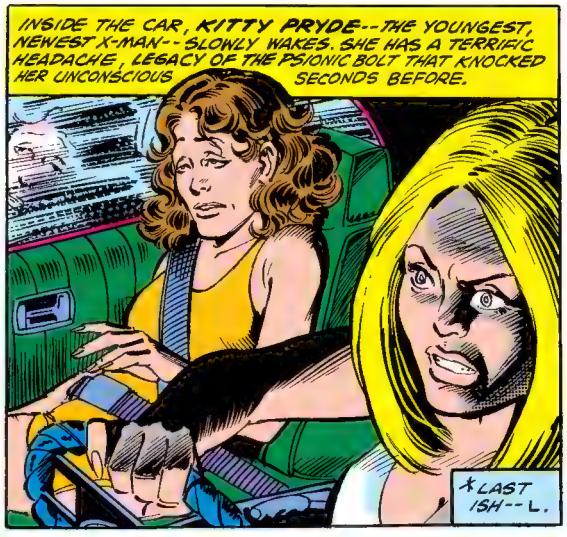
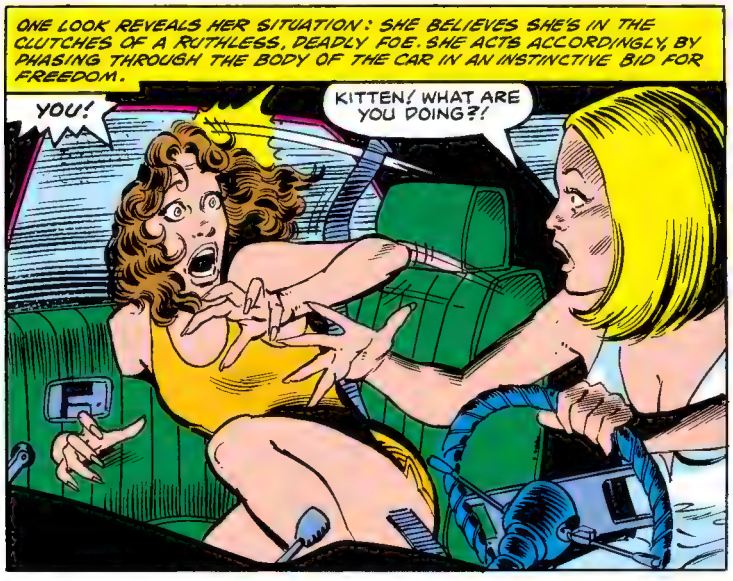
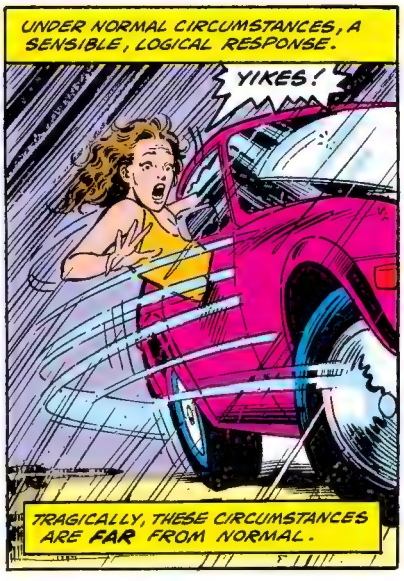
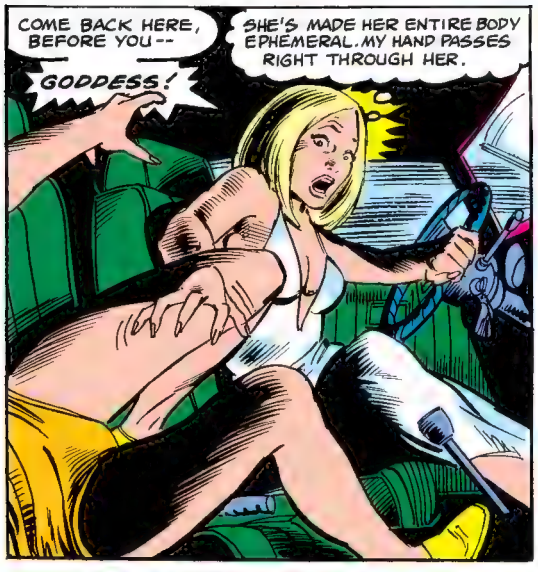
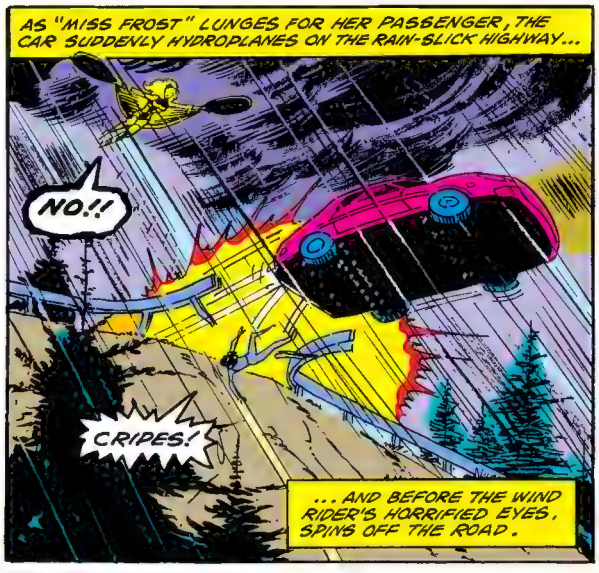

FINDING THEIR GET-AWAY CAR--AFTER I'D BEEN INFORMED OF ORORO'S AND THE GIRL'S ESCAPE--WAS NO PROBLEM.
SKBAM
STOPPING IT--ESPECIALLY WITHOUT HARMING THE OCCUPANTS --IS. ORORO IS DRIVING LIKE A MANIAC...
...AND MY CONTROL OVER HER ELEMENTAL POWERS IS LESS THAN ABSOLUTE.


INSIDE THE CAR, KITTY PRYDE--THE YOUNGEST, NEWEST X-MAN--SLOWLY WAKES. SHE HAS A TERRIFIC HEADACHE, LEGACY OF THE PSIONIC BOLT THAT KNOCKED HER UNCONSCIOUS SECONDS BEFORE.
*LAST ISH--L.

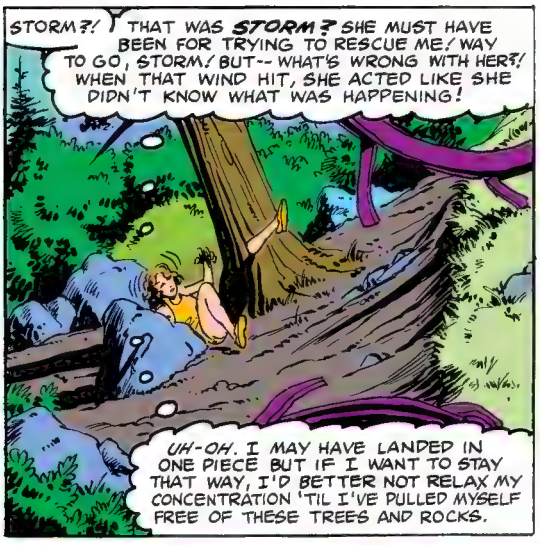

ONE LOOK REVEALS HER SITUATION: SHE BELIEVES SHE'S IN THE CLUTCHES OF A RUTHLESS, DEADLY FOE. SHE ACTS ACCORDINGLY, BY PHASING THROUGH THE BODY OF THE CAR IN AN INSTINCTIVE BID FOR FREEDOM.
YOU!
KITTEN! WHAT ARE YOU DOING?!

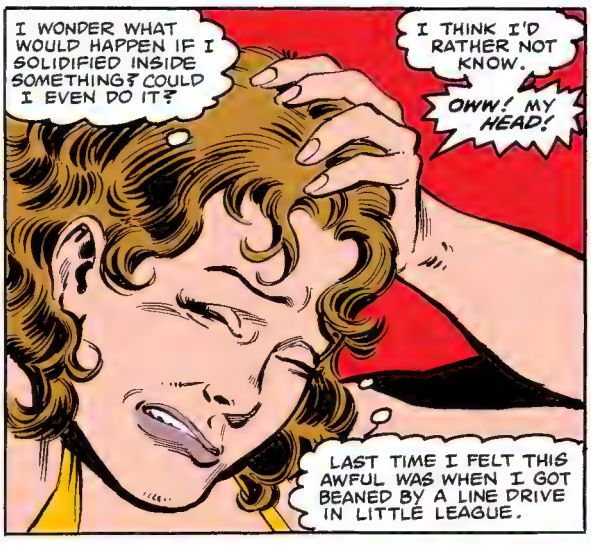

UNDER NORMAL CIRCUMSTANCES, A SENSIBLE, LOGICAL RESPONSE.
YIKES!
TRAGICALLY, THESE CIRCUMSTANCES ARE FAR FROM NORMAL.

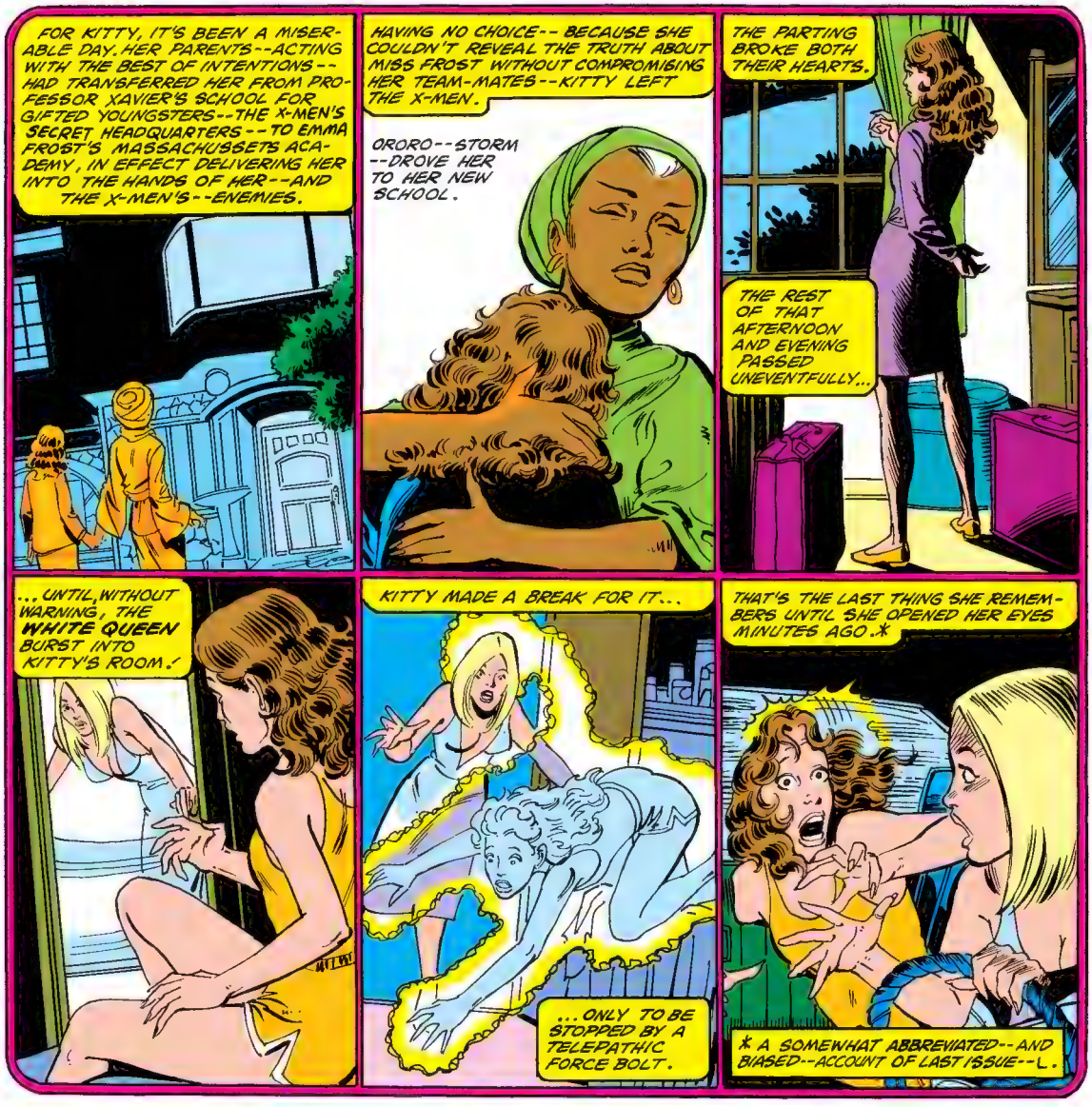

COME BACK HERE, BEFORE YOU--
GODDESS!
SHE'S MADE HER ENTIRE BODY EPHEMERAL. MY HAND PASSES RIGHT THROUGH HER.

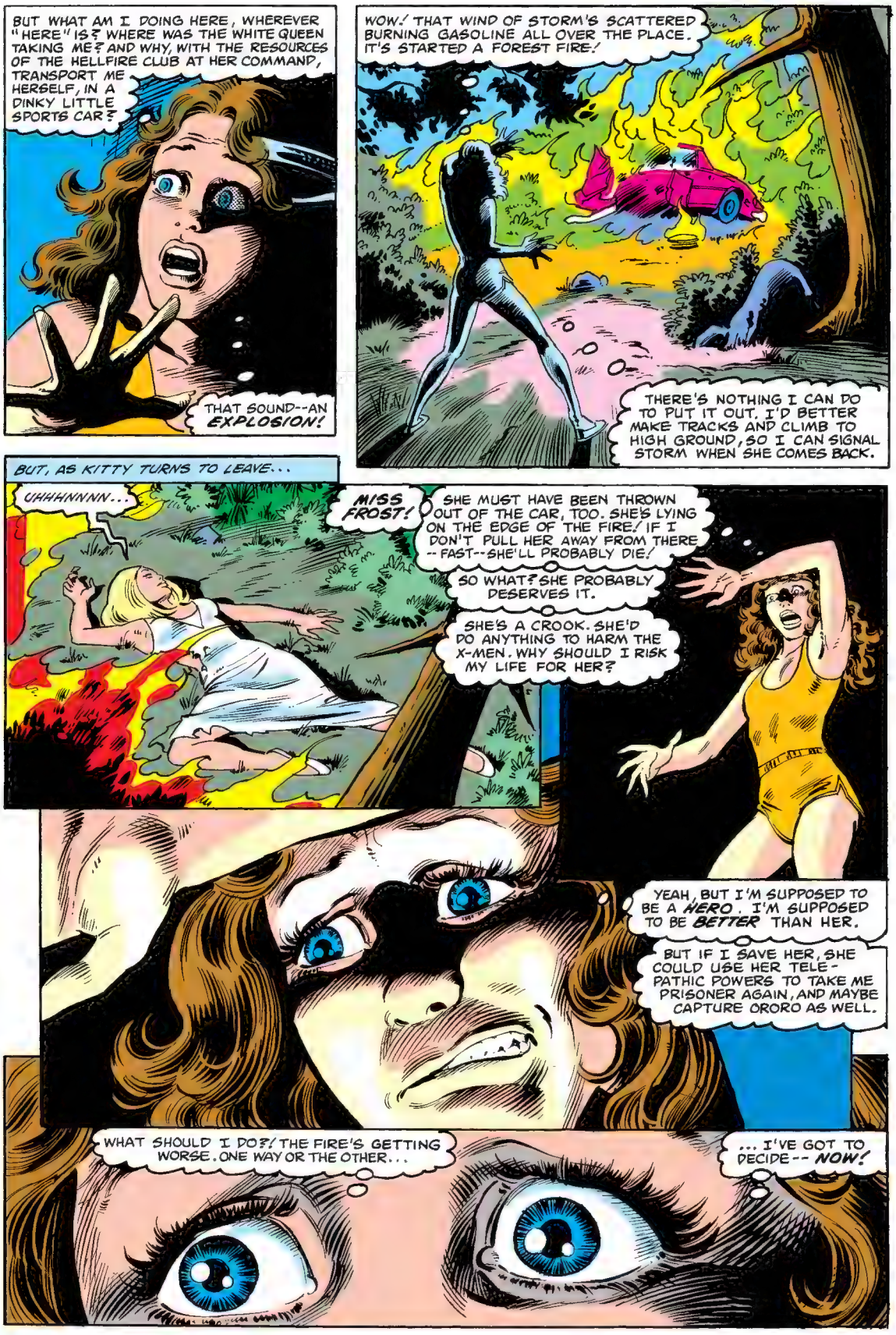

AS "MISS FROST" LUNGES FOR HER PASSENGER, THE CAR SUDDENLY HYDROPLANES ON THE RAIN-SLICK HIGHWAY...
NO!!
CRIDES!
...AND BEFORE THE WIND RIDER'S HORRIFIED EYES, SPINS OFF THE ROAD.

DESPITE HER FEAR...
THE CAR...
...AND THE WOMAN DRIVING IT...
...AREN'T QUITE SO LUCKY.
WHOOM
...KITTY REMEMBERS HER TRAINING AND STAYS INTANGIBLE, SO THAT HER FALL DOES NOT HARM HER.
THE GAS TANK EXPLODED! I WAS TOO CLOSE! I'VE BEEN CAUGHT IN THE FIREBALL!
I'M BURNING!
WHAT SHOULD I DO? I'VE GOT TO GET AWAY!
A WIND--I'LL SUMMON A WIND TO BLOW ME TO SAFETY!
HER NEED HYPED BY PAIN--AS MUCH IMAGINED AS REAL--AND ATAVISTIC TERROR, SHE REACHES OUT WITH HER MIND AND, IN A SPLIT-SECOND, WARPS LOCAL WEATHER PATTERNS SUFFICIENTLY TO GENERATE...
WHOOSH
... A JETSTREAM, A BLAST OF SUPER-FAST AIR THAT SCOOPS HER UP AND WHIRLS HER HELPLESSLY AWAY.

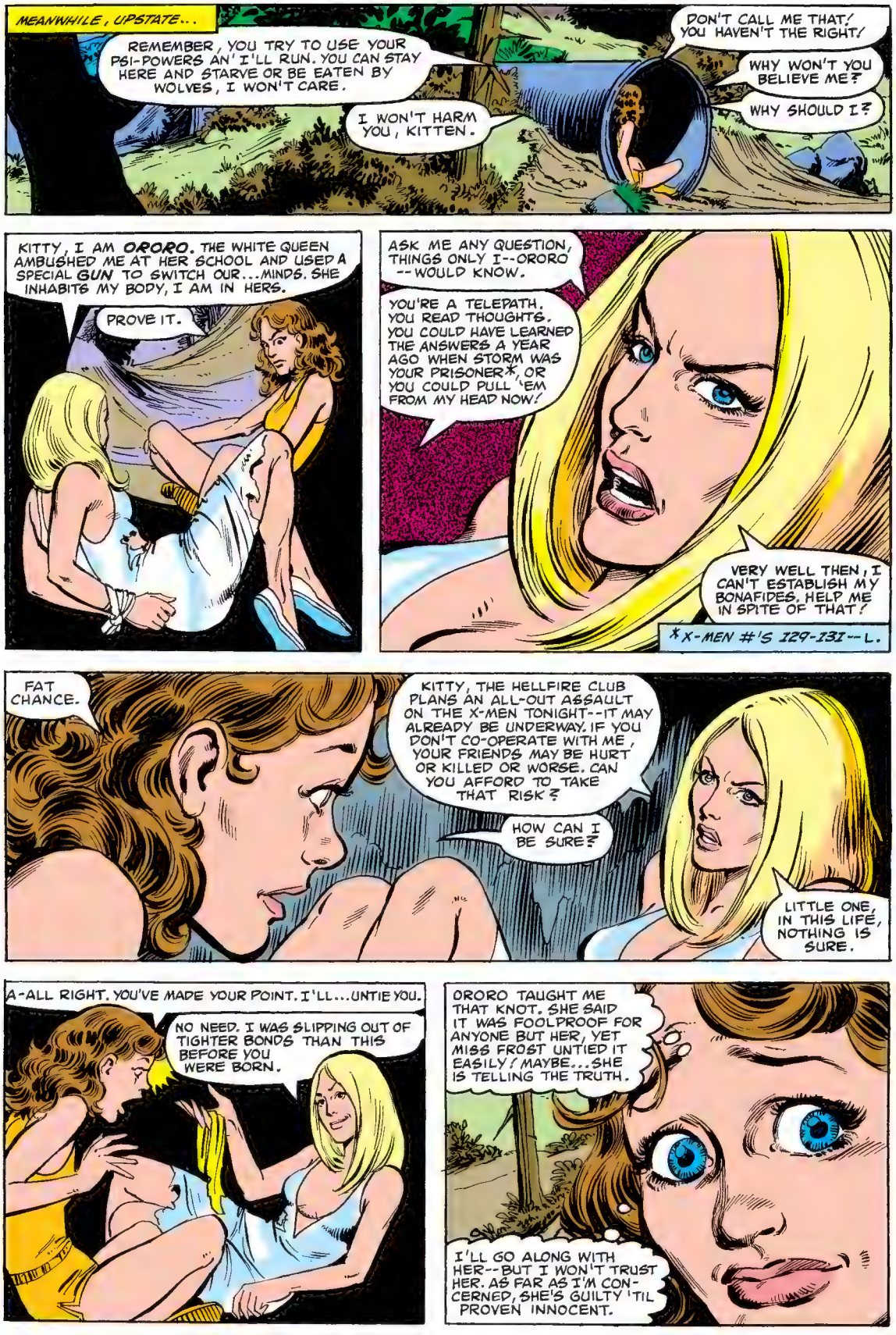

STORM?!
THAT WAS STORM? SHE MUST HAVE BEEN FOR TRYING TO RESCUE ME! WAY TO GO, STORM! BUT-- WHAT'S WRONG WITH HER?! WHEN THAT WIND HIT, SHE ACTED LIKE SHE DIDN'T KNOW WHAT WAS HAPPENING!
UH-OH. I MAY HAVE LANDED IN ONE PIECE BUT IF I WANT TO STAY THAT WAY, I'D BETTER NOT RELAX MY CONCENTRATION 'TIL I'VE PULLED MYSELF FREE OF THESE TREES AND ROCKS.

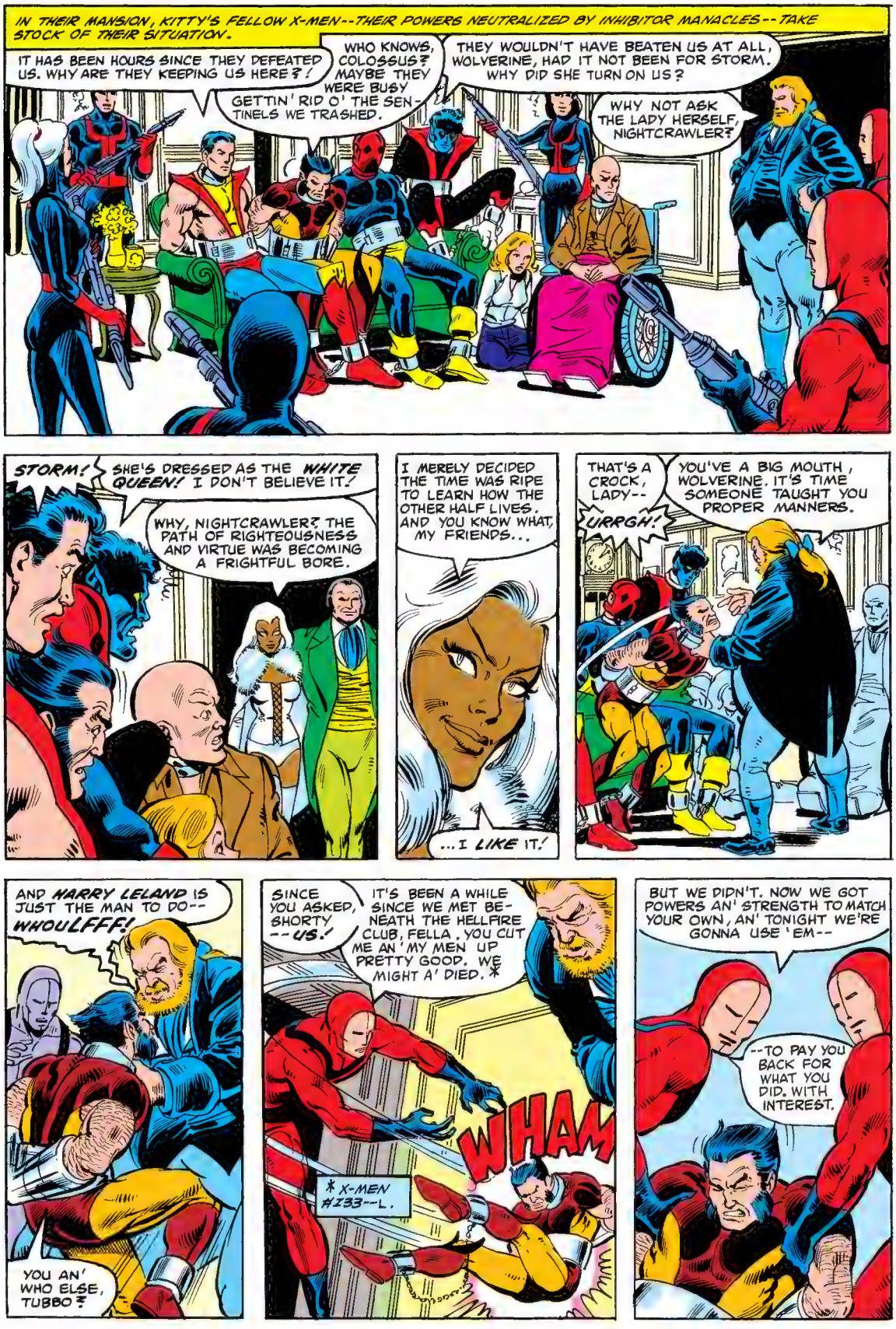

I WONDER WHAT WOULD HAPPEN IF I SOLIDIFIED INSIDE SOMETHING? COULD I EVEN DO IT?
I THINK I'D RATHER NOT KNOW.
OWW! MY HEAD!
LAST TIME I FELT THIS AWFUL WAS WHEN I GOT BEANED BY A LINE DRIVE IN LITTLE LEAGUE.

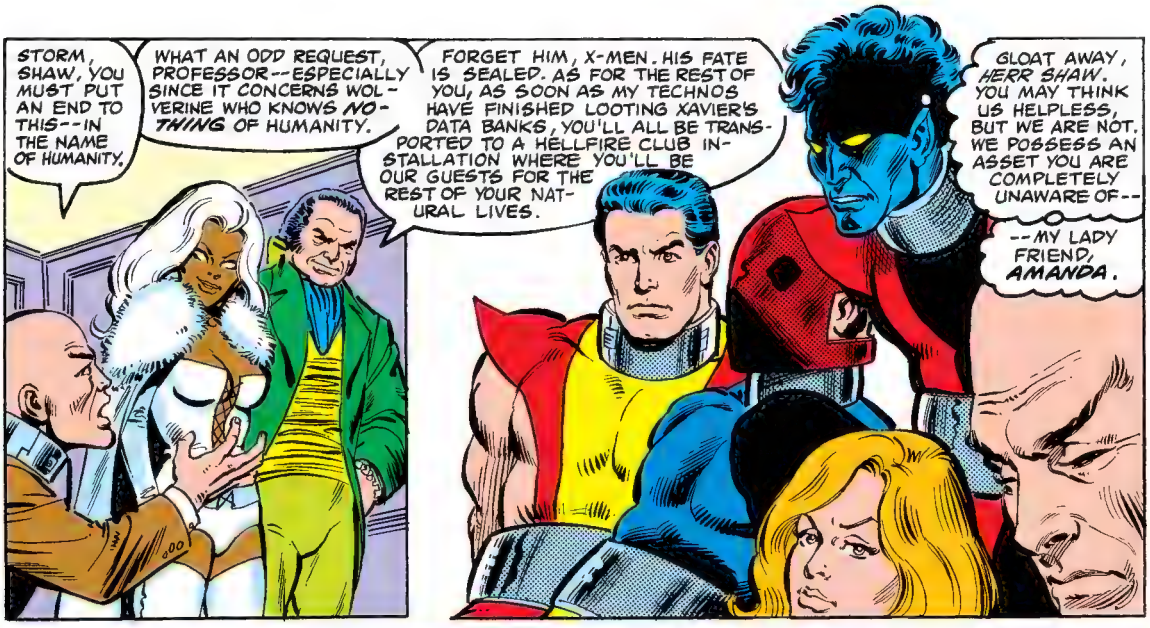

FOR KITTY, IT'S BEEN A MISERABLE DAY. HER PARENTS--ACTING WITH THE BEST OF INTENTIONS--HAD TRANSFERRED HER FROM PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS--THE X-MEN'S SECRET HEADQUARTERS--TO EMMA FROST'S MASSACHUSSETS ACADEMY, IN EFFECT DELIVERING HER INTO THE HANDS OF HER--AND THE X-MEN'S--ENEMIES.
HAVING NO CHOICE-- BECAUSE SHE COULDN'T REVEAL THE TRUTH ABOUT MISS FROST WITHOUT COMPROMISING HER TEAM-MATES--KITTY LEFT THE X-MEN.
ORORO--STORM --DROVE HER TO HER NEW SCHOOL.
THE PARTING BROKE BOTH THEIR HEARTS.
THE REST OF THAT AFTERNOON AND EVENING PASSED UNEVENTFULLY...
...UNTIL, WITHOUT WARNING, THE WHITE QUEEN BURST INTO KITTY'S ROOM!
KITTY MADE A BREAK FOR IT...
...ONLY TO BE STOPPED BY A TELEPATHIC FORCE BOLT.
THAT'S THE LAST THING SHE REMEMBERS UNTIL SHE OPENED HER EYES MINUTES AGO.*
* A SOMEWHAT ABBREVIATED--AND BIASED--ACCOUNT OF LAST ISSUE--L.

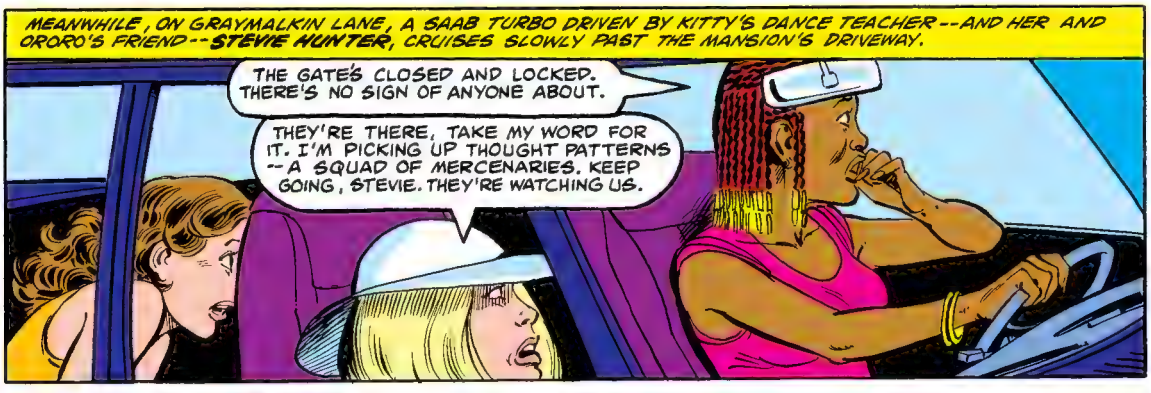

BUT WHAT AM I DOING HERE, WHEREVER "HERE" IS? WHERE WAS THE WHITE QUEEN TAKING ME? AND WHY, WITH THE RESOURCES OF THE HELLFIRE CLUB AT HER COMMAND, TRANSPORT ME HERSELF, IN A DINKY LITTLE SPORTS CAR?
THAT SOUND--AN EXPLOSION!
WOW! THAT WIND OF STORM'S SCATTERED BURNING GASOLINE ALL OVER THE PLACE. IT'S STARTED A FOREST FIRE!
THERE'S NOTHING I CAN DO TO PUT IT OUT. I'D BETTER MAKE TRACKS AND CLIMB TO HIGH GROUND, SO I CAN SIGNAL STORM WHEN SHE COMES BACK.
BUT, AS KITTY TURNS TO LEAVE...
UHHHNNNN...
MISS FROST!
SHE MUST HAVE BEEN THROWN OUT OF THE CAR, TOO. SHE'S LYING ON THE EDGE OF THE FIRE! IF I DON'T PULL HER AWAY FROM THERE -- FAST--SHE'LL PROBABLY DIE!
SO WHAT? SHE PROBABLY DESERVES IT.
SHE'S A CROOK. SHE'D DO ANYTHING TO HARM THE X-MEN. WHY SHOULD I RISK MY LIFE FOR HER?
YEAH, BUT I'M SUPPOSED TO BE A HERO. I'M SUPPOSED TO BE BETTER THAN HER.
BUT IF I SAVE HER, SHE COULD USE HER TELE-PATHIC POWERS TO TAKE ME PRISONER AGAIN, AND MAYBE CAPTURE ORORO AS WELL.
WHAT SHOULD I DO?! THE FIRE'S GETTING WORSE. ONE WAY OR THE OTHER...
... I'VE GOT TO DECIDE-- NOW!

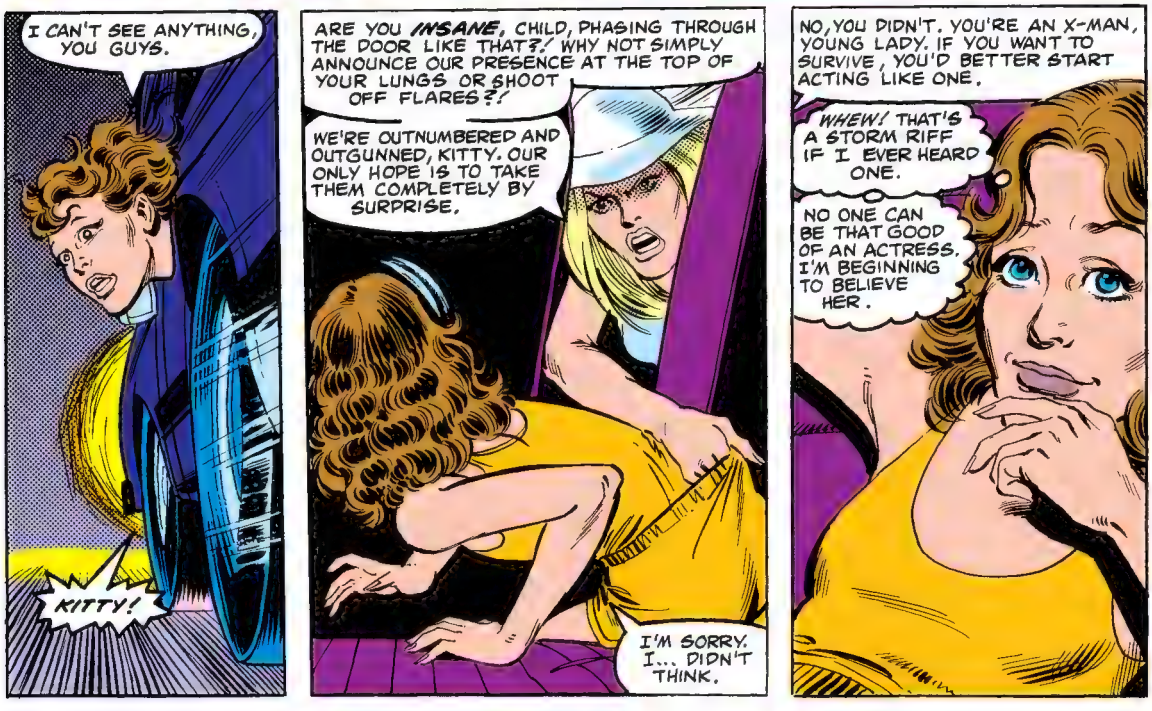
MUCH LATER, A WEARY WIND-RIDER RETURNS TO THE X'MEN'S VENERABLE MANSION...
...ON GRAYMALKIN LANE, OUTSIDE THE SUBURBAN NEW YORK CITY TOWNSHIP OF SALEM CENTER.
SHE IS IN A FOUL MOOD AS SHE ENTERS ORORO'S ATTIC APARTMENT.
IF THERE IS A HADES, ORORO--
--I PRAY YOU ROT IN IT FOREVER!
I GATHER, MY PET, THAT THINGS DID NOT GO WELL.
THE MAN IS SEBASTIAN SHAW, A SELF-MADE BILLIONAIRE, MUTANT VILLAIN OF THE FIRST ORDER.
THE CAR CRASHED. I... PANICKED, LOST CONTROL OF ORORO'S POWERS, WAS BLOWN MILES AWAY BY A ROGUE WIND. WHEN I RETURNED, THE FOREST WAS A BLAZING INFERNO, THE CAR MELTED SLAG. I SEARCHED FOR ANY SIGN OF ORORO AND THE BRAT WITHOUT SUCCESS.
MY BODY IS GONE, SEBASTIAN. I'M TRAPPED IN THIS ONE!
NOT SO, EMMA.
YOU USED THAT PERSONA EXCHANGE GUN TO SWITCH YOUR CONSCIOUSNESS WITH STORM'S...
...SO THAT YOU COULD THEN INFILTRATE THE X-MEN AND DESTROY THEM FROM WITHIN.
THE DEVICE FUNCTIONED PERFECTLY. IF YOU WISH, THE PROCESS COULD BE REPEATED WITH SOMEONE ELSE. TRUE, YOU'RE NO LONGER A TELEPATH.
BUT YOU STILL POSSESS BEAUTY, YOUTH, THE POWER OF A GODDESS.
IF YOU ASK ME, I THINK ORORO WOULD MAKE AN EXQUISITE WHITE QUEEN.


MEANWHILE, UPSTATE...
REMEMBER, YOU TRY TO USE YOUR PSI-POWERS AN' I'LL RUN. YOU CAN STAY HERE AND STARVE OR BE EATEN BY WOLVES, I WON'T CARE.
I WON'T HARM YOU, KITTEN.
DON'T CALL ME THAT! YOU HAVEN'T THE RIGHT!
WHY WON'T YOU BELIEVE ME?
WHY SHOULD I?
KITTY, I AM ORORO. THE WHITE QUEEN AMBUSHED ME AT HER SCHOOL AND USED A SPECIAL GUN TO SWITCH OUR...MINDS. SHE INHABITS MY BODY, I AM IN HERS.
PROVE IT.
ASK ME ANY QUESTION, THINGS ONLY I--ORORO --WOULD KNOW.
YOU'RE A TELEPATH. YOU READ THOUGHTS. YOU COULD HAVE LEARNED THE ANSWERS A YEAR AGO WHEN STORM WAS YOUR PRISONER*, OR YOU COULD PULL 'EM FROM MY HEAD NOW!
VERY WELL THEN, I CAN'T ESTABLISH MY BONAFIDES. HELP ME IN SPITE OF THAT!
*X-MEN #'S 129-131--L.
FAT CHANCE.
KITTY, THE HELLFIRE CLUB PLANS AN ALL-OUT ASSAULT ON THE X-MEN TONIGHT--IT MAY ALREADY BE UNDERWAY. IF YOU DON'T CO-OPERATE WITH ME, YOUR FRIENDS MAY BE HURT OR KILLED OR WORSE. CAN YOU AFFORD TO TAKE THAT RISK?
HOW CAN I BE SURE?
LITTLE ONE, IN THIS LIFE, NOTHING IS SURE.
A-ALL RIGHT. YOU'VE MADE YOUR POINT. I'LL...UNTIE YOU.
NO NEED. I WAS SLIPPING OUT OF TIGHTER BONDS THAN THIS BEFORE YOU WERE BORN.
ORORO TAUGHT ME THAT KNOT. SHE SAID IT WAS FOOLPROOF FOR ANYONE BUT HER, YET MISS FROST UNTIED IT EASILY! MAYBE...SHE IS TELLING THE TRUTH.
I'LL GO ALONG WITH HER--BUT I WON'T TRUST HER. AS FAR AS I'M CONCERNED, SHE'S GUILTY 'TIL PROVEN INNOCENT.

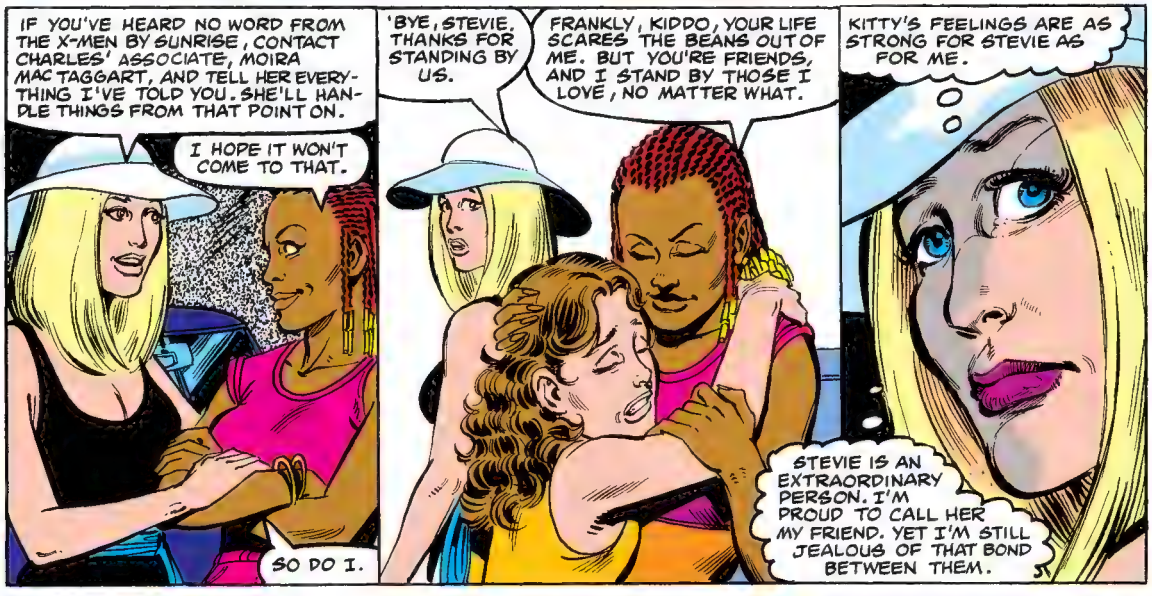

IN THEIR MANSION, KITTY'S FELLOW X-MEN--THEIR POWERS NEUTRALIZED BY INHIBITOR MANACLES--TAKE STOCK OF THEIR SITUATION.
IT HAS BEEN HOURS SINCE THEY DEFEATED US. WHY ARE THEY KEEPING US HERE?!
WHO KNOWS, COLOSSUS? MAYBE THEY WERE BUSY GETTIN' RID O' THE SENTINELS WE TRASHED.
THEY WOULDN'T HAVE BEATEN US AT ALL, WOLVERINE, HAD IT NOT BEEN FOR STORM. WHY DID SHE TURN ON US?
WHY NOT ASK THE LADY HERSELF, NIGHTCRAWLER?
STORM!
SHE'S DRESSED AS THE WHITE QUEEN! I DON'T BELIEVE IT!
WHY, NIGHTCRAWLER? THE PATH OF RIGHTEOUSNESS AND VIRTUE WAS BECOMING A FRIGHTFUL BORE.
I MERELY DECIDED THE TIME WAS RIPE TO LEARN HOW THE OTHER HALF LIVES. AND YOU KNOW WHAT, MY FRIENDS...
...I LIKE IT!
THAT'S A CROCK, LADY--
URRGH!
YOU'VE A BIG MOUTH, WOLVERINE. IT'S TIME SOMEONE TAUGHT YOU PROPER MANNERS.
AND HARRY LELAND IS JUST THE MAN TO DO-- WHOULFFF!
YOU AN' WHO ELSE, TUBBO?
SINCE YOU ASKED, SHORTY --US!
IT'S BEEN A WHILE SINCE WE MET BENEATH THE HELLFIRE CLUB, FELLA. YOU CUT ME AN' MY MEN UP PRETTY GOOD. WE MIGHT A' DIED. *
WHAM
* X-MEN #133--L.
BUT WE DIDN'T. NOW WE GOT POWERS AN' STRENGTH TO MATCH YOUR OWN, AN' TONIGHT WE'RE GONNA USE 'EM--
--TO PAY YOU BACK FOR WHAT YOU DID. WITH INTEREST.

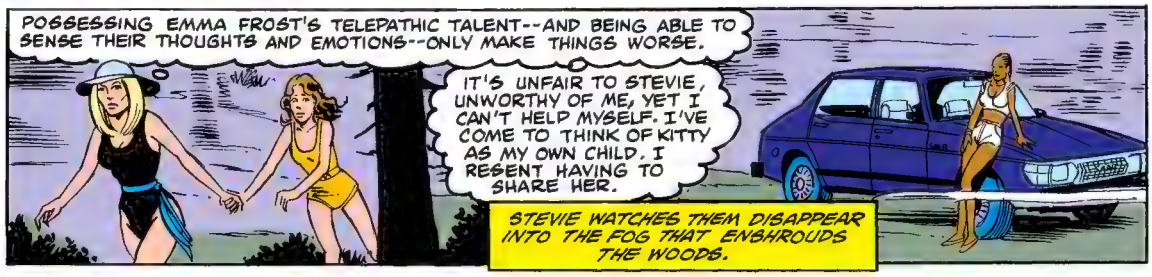

STORM, SHAW, YOU MUST PUT AN END TO THIS--IN THE NAME OF HUMANITY.
WHAT AN ODD REQUEST, PROFESSOR--ESPECIALLY SINCE IT CONCERNS WOLVERINE WHO KNOWS NOTHING OF HUMANITY.
FORGET HIM, X-MEN. HIS FATE IS SEALED. AS FOR THE REST OF YOU, AS SOON AS MY TECHNOS HAVE FINISHED LOOTING XAVIER'S DATA BANKS, YOU'LL ALL BE TRANSPORTED TO A HELLFIRE CLUB INSTALLATION WHERE YOU'LL BE OUR GUESTS FOR THE REST OF YOUR NATURAL LIVES.
GLOAT AWAY, HERR SHAW. YOU MAY THINK US HELPLESS, BUT WE ARE NOT. WE POSSESS AN ASSET YOU ARE COMPLETELY UNAWARE OF--
--MY LADY FRIEND, AMANDA.

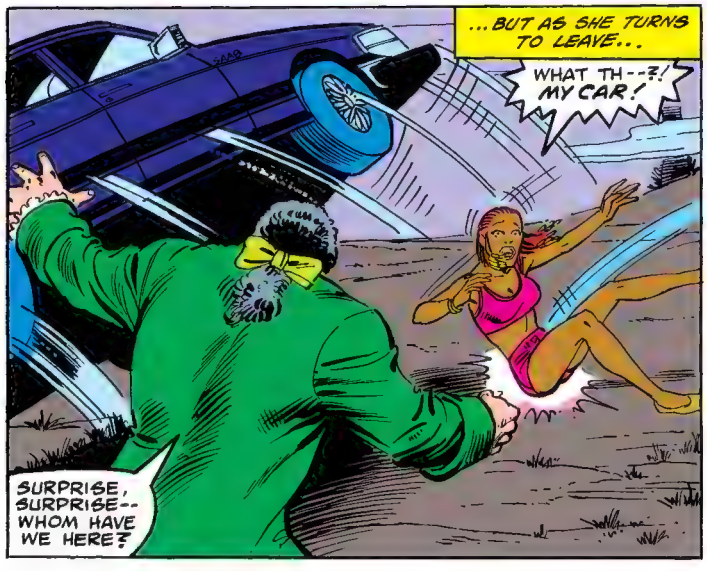

MEANWHILE, ON GRAYMALKIN LANE, A SAAB TURBO DRIVEN BY KITTY'S DANCE TEACHER--AND HER AND ORORO'S FRIEND--STEVIE HUNTER, CRUISES SLOWLY PAST THE MANSION'S DRIVEWAY.
THE GATE'S CLOSED AND LOCKED. THERE'S NO SIGN OF ANYONE ABOUT.
THEY'RE THERE, TAKE MY WORD FOR IT. I'M PICKING UP THOUGHT PATTERNS--A SQUAD OF MERCENARIES. KEEP GOING, STEVIE. THEY'RE WATCHING US.


I CAN'T SEE ANYTHING, YOU GUYS.
KITTY!
ARE YOU INSANE, CHILD, PHASING THROUGH THE DOOR LIKE THAT?! WHY NOT SIMPLY ANNOUNCE OUR PRESENCE AT THE TOP OF YOUR LUNGS OR SHOOT OFF FLARES?!
WE'RE OUTNUMBERED AND OUTGUNNED, KITTY. OUR ONLY HOPE IS TO TAKE THEM COMPLETELY BY SURPRISE.
I'M SORRY. I... DIDN'T THINK.
NO, YOU DIDN'T. YOU'RE AN X-MAN, YOUNG LADY. IF YOU WANT TO SURVIVE, YOU'D BETTER START ACTING LIKE ONE.
WHEW! THAT'S A STORM RIFF IF I EVER HEARD ONE.
NO ONE CAN BE THAT GOOD OF AN ACTRESS. I'M BEGINNING TO BELIEVE HER.

A MILE DOWN THE ROAD, ON THE FRINGES OF XAVIER'S SPRAWLING ESTATE, STEVIE CUTS CROSS-COUNTRY TOWARDS THE LAKE...
STOP HERE, STEVIE. THIS IS AS FAR AS YOU GO.
AND THANK YOU FOR ANSWERING MY CALL FOR HELP AND DRIVING UPSTATE TO PICK US UP.
WHEN A VOICE POPS INTO YOUR HEAD AND SAYS, "COME-A-RUNNIN', IT'S KIND OF HARD TO IGNORE IT.

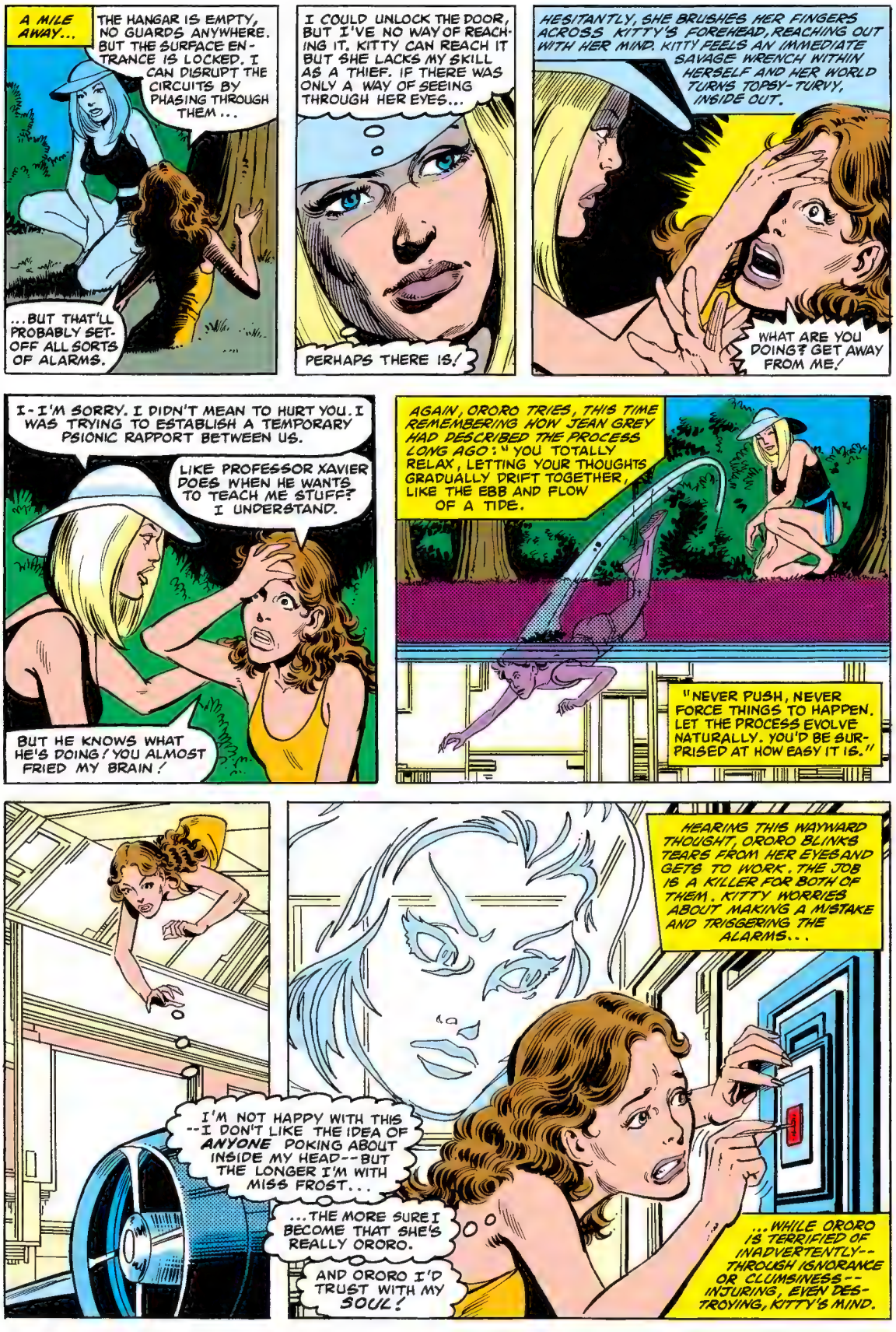

IF YOU'VE HEARD NO WORD FROM THE X-MEN BY SUNRISE, CONTACT CHARLES' ASSOCIATE, MOIRA MAC TAGGART, AND TELL HER EVERYTHING I'VE TOLD YOU. SHE'LL HANDLE THINGS FROM THAT POINT ON.
I HOPE IT WON'T COME TO THAT.
SO DO I.
'BYE, STEVIE. THANKS FOR STANDING BY US.
FRANKLY, KIDDO, YOUR LIFE SCARES THE BEANS OUT OF ME. BUT YOU'RE FRIENDS, AND I STAND BY THOSE I LOVE, NO MATTER WHAT.
KITTY'S FEELINGS ARE AS STRONG FOR STEVIE AS FOR ME.
STEVIE IS AN EXTRAORDINARY PERSON. I'M PROUD TO CALL HER MY FRIEND. YET I'M STILL JEALOUS OF THAT BOND BETWEEN THEM.

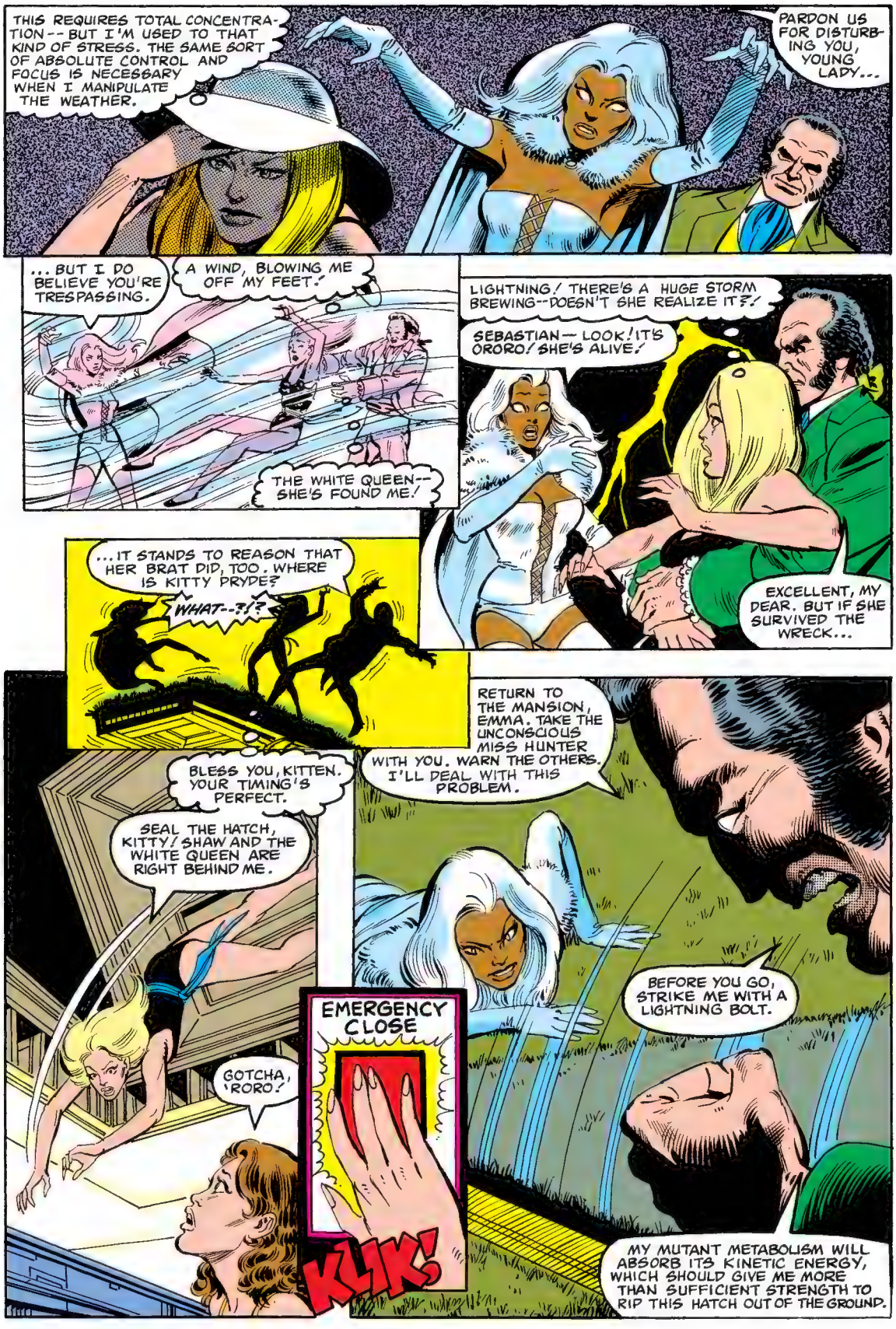

POSSESSING EMMA FROST'S TELEPATHIC TALENT--AND BEING ABLE TO SENSE THEIR THOUGHTS AND EMOTIONS--ONLY MAKE THINGS WORSE.
IT'S UNFAIR TO STEVIE, UNWORTHY OF ME, YET I CAN'T HELP MYSELF. I'VE COME TO THINK OF KITTY AS MY OWN CHILD. I RESENT HAVING TO SHARE HER.
STEVIE WATCHES THEM DISAPPEAR INTO THE FOG THAT ENSHROUDS THE WOODS.

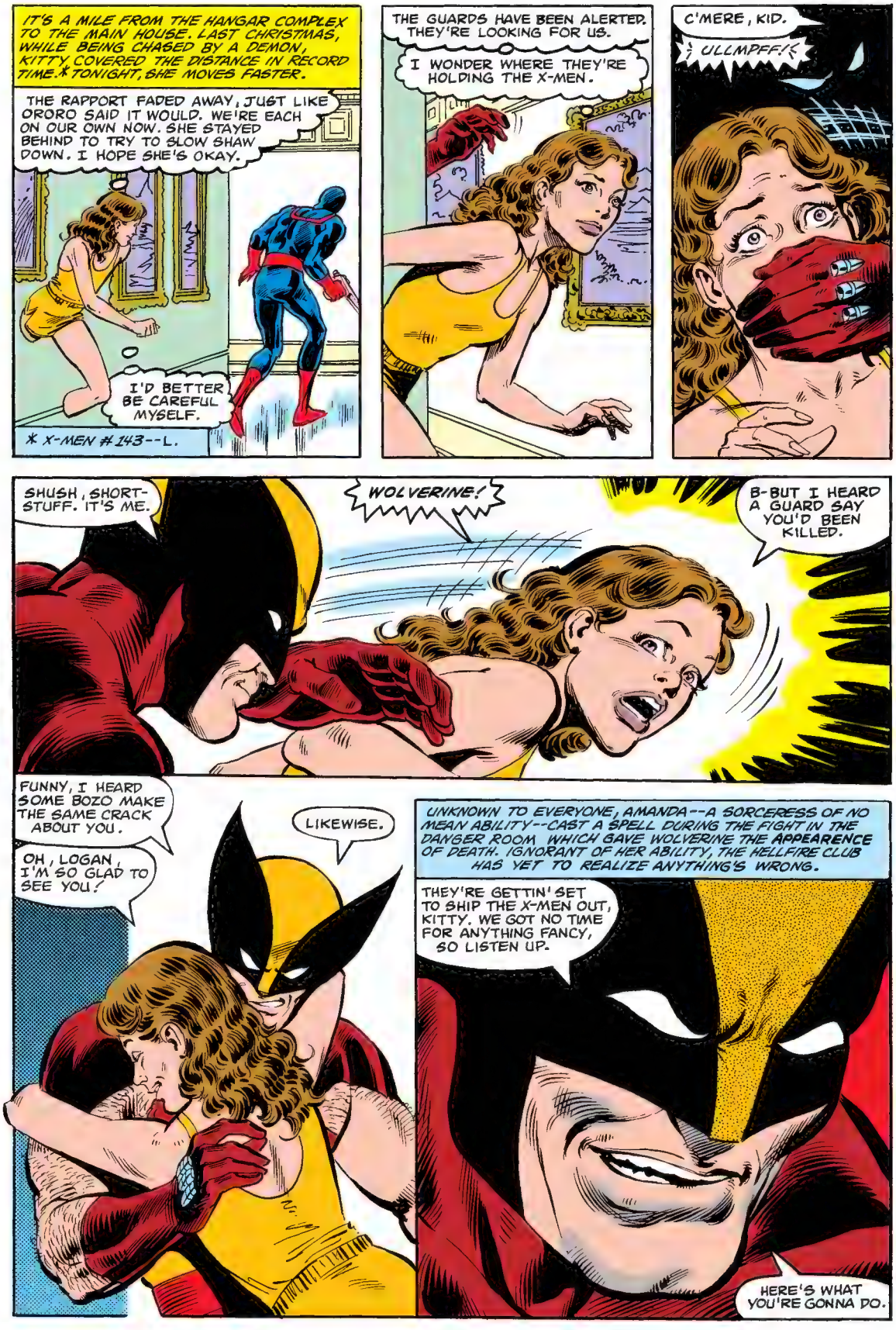

...BUT AS SHE TURNS TO LEAVE...
WHAT TH--?! MY CAR!
SURPRISE, SURPRISE--WHOM HAVE WE HERE?

SEBASTIAN SHAW, MEET STEVIE HUNTER, A FRIEND OF THE X-MEN'S. YOU'RE A LONG WAY FROM HOME, DARLING. IF YOU KNOW WHAT'S GOOD FOR YOU...
...I SUGGEST YOU TELL US WHAT YOU'RE DOING HERE.

WHILE, IN THE DANGER ROOM...
FELT THAT, DIDJA, PUNK? GOOD!
WE'VE BEEN REBUILT IN YOUR IMAGE, WOLVERINE, WITH BIONIC LIMBS CAPABLE OF PUNCHING THROUGH ARMOR PLATE!
YOUR BONES MAY BE LACED WITH ADAMANTIUM, MAKIN' 'EM VIRTUALLY UNBREAKABLE, BUT EVEN YOU--HEY!
COLE, YOU TALK TOO FLAMIN' MUCH.
I DON'T NEED MY CLAWS TO ICE YOU, LELAND!
AND I DO NOT NEED ASSISTANCE TO DEAL WITH YOU--
-OR HAVE YOU FORGOTTEN THAT MY MUTANT POWER...
...GIVES ME ABSOLUTE POWER OVER THE MASS OF BOTH THINGS AND--PEOPLE!
WITH EACH PASSING SECOND, YOUR MASS DOUBLES.
BEG FOR MERCY, WOLVERINE. PERHAPS I WILL SPARE YOU.
YOU...CAN ...GO...TO...
...HUNNNHH-
UPSTAIRS, THE X-MEN AND THEIR CAPTORS HAVE BEEN WATCHING WOLVERINE'S LAST STAND ON TELEVISION MONITORS.
THE LITTLE MAN WAS SOMETHING OF A DISAPPOINTMENT. I'D HOPED TO PROLONG HIS AGONY FOR DAYS. LET HIS DEATH BE A LESSON TO YOU, X-MEN.
STEP OUT OF LINE, AND YOU'LL SUFFER THE SAME FATE.
WOLVERINE--DEAD?!
WHILE THE X-MEN REEL IN SHOCK AND DISBELIEF, AMANDA SEFTON ALLOWS HERSELF THE SLIGHTEST SMILE AND CONTINUES TO TRACE TINY MYSTIC SIGILS IN THE AIR--
SLEEP WELL, TOVARISCH. YOU WILL BE AVENGED.
--HER MOVEMENTS MASKED BY THE BODIES OF HER FELLOW PRISONERS--WHILE WHISPERING ANCIENT WORDS OF POWER. AS FAR AS SHE IS CONCERNED, ALL IS GOING ACCORDING TO PLAN.


A MILE AWAY...
THE HANGAR IS EMPTY, NO GUARDS ANYWHERE. BUT THE SURFACE ENTRANCE IS LOCKED. I CAN DISRUPT THE CIRCUITS BY PHASING THROUGH THEM...
...BUT THAT'LL PROBABLY SET OFF ALL SORTS OF ALARMS.
I COULD UNLOCK THE DOOR, BUT I'VE NO WAY OF REACHING IT. KITTY CAN REACH IT BUT SHE LACKS MY SKILL AS A THIEF. IF THERE WAS ONLY A WAY OF SEEING THROUGH HER EYES...
PERHAPS THERE IS!
HESITANTLY, SHE BRUSHES HER FINGERS ACROSS KITTY'S FOREHEAD, REACHING OUT WITH HER MIND. KITTY FEELS AN IMMEDIATE SAVAGE WRENCH WITHIN HERSELF AND HER WORLD TURNS TOPSY-TURVY, INSIDE OUT.
WHAT ARE YOU DOING? GET AWAY FROM ME!
I-I'M SORRY. I DIDN'T MEAN TO HURT YOU. I WAS TRYING TO ESTABLISH A TEMPORARY PSIONIC RAPPORT BETWEEN US.
LIKE PROFESSOR XAVIER DOES WHEN HE WANTS TO TEACH ME STUFF? I UNDERSTAND.
BUT HE KNOWS WHAT HE'S DOING! YOU ALMOST FRIED MY BRAIN!
AGAIN, ORORO TRIES, THIS TIME REMEMBERING HOW JEAN GREY HAD DESCRIBED THE PROCESS LONG AGO: "YOU TOTALLY RELAX, LETTING YOUR THOUGHTS GRADUALLY DRIFT TOGETHER, LIKE THE EBB AND FLOW OF A TIDE.
"NEVER PUSH, NEVER FORCE THINGS TO HAPPEN. LET THE PROCESS EVOLVE NATURALLY. YOU'D BE SURPRISED AT HOW EASY IT IS."
I'M NOT HAPPY WITH THIS --I DON'T LIKE THE IDEA OF ANYONE POKING ABOUT INSIDE MY HEAD--BUT THE LONGER I'M WITH MISS FROST...
...THE MORE SURE I BECOME THAT SHE'S REALLY ORORO.
AND ORORO I'D TRUST WITH MY SOUL!
HEARING THIS WAYWARD THOUGHT, ORORO BLINKS TEARS FROM HER EYES AND GETS TO WORK. THE JOB IS A KILLER FOR BOTH OF THEM. KITTY WORRIES ABOUT MAKING A MISTAKE AND TRIGGERING THE ALARMS...
...WHILE ORORO IS TERRIFIED OF INADVERTENTLY--THROUGH IGNORANCE OR CLUMSINESS--INJURING, EVEN DESTROYING, KITTY'S MIND.

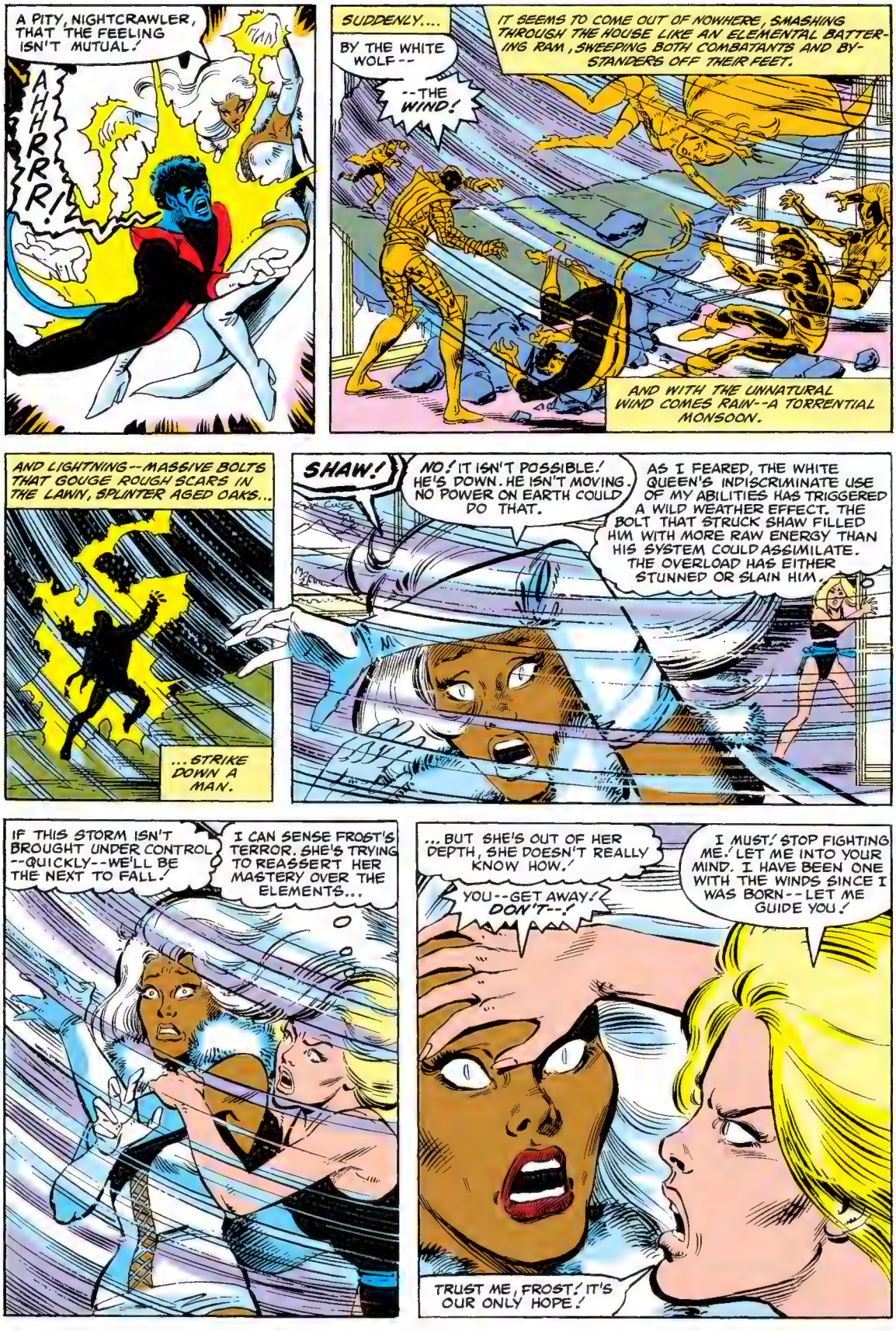

THIS REQUIRES TOTAL CONCENTRATION--BUT I'M USED TO THAT KIND OF STRESS. THE SAME SORT OF ABSOLUTE CONTROL AND FOCUS IS NECESSARY WHEN I MANIPULATE THE WEATHER.
PARDON US FOR DISTURBING YOU, YOUNG LADY...
...BUT I DO BELIEVE YOU'RE TRESPASSING.
A WIND, BLOWING ME OFF MY FEET!
THE WHITE QUEEN--SHE'S FOUND ME!
LIGHTNING! THERE'S A HUGE STORM BREWING--DOESN'T SHE REALIZE IT?!
SEBASTIAN--LOOK! IT'S ORORO! SHE'S ALIVE!
EXCELLENT, MY DEAR. BUT IF SHE SURVIVED THE WRECK...
...IT STANDS TO REASON THAT HER BRAT DID, TOO. WHERE IS KITTY PRYDE?
WHAT--?!?
RETURN TO THE MANSION, EMMA. TAKE THE UNCONSCIOUS MISS HUNTER WITH YOU. WARN THE OTHERS. I'LL DEAL WITH THIS PROBLEM.
BLESS YOU, KITTEN. YOUR TIMING'S PERFECT.
SEAL THE HATCH, KITTY! SHAW AND THE WHITE QUEEN ARE RIGHT BEHIND ME.
EMERGENCY CLOSE
KLIK!
GOTCHA, 'RORO!
BEFORE YOU GO, STRIKE ME WITH A LIGHTNING BOLT.
MY MUTANT METABOLISM WILL ABSORB ITS KINETIC ENERGY, WHICH SHOULD GIVE ME MORE THAN SUFFICIENT STRENGTH TO RIP THIS HATCH OUT OF THE GROUND.

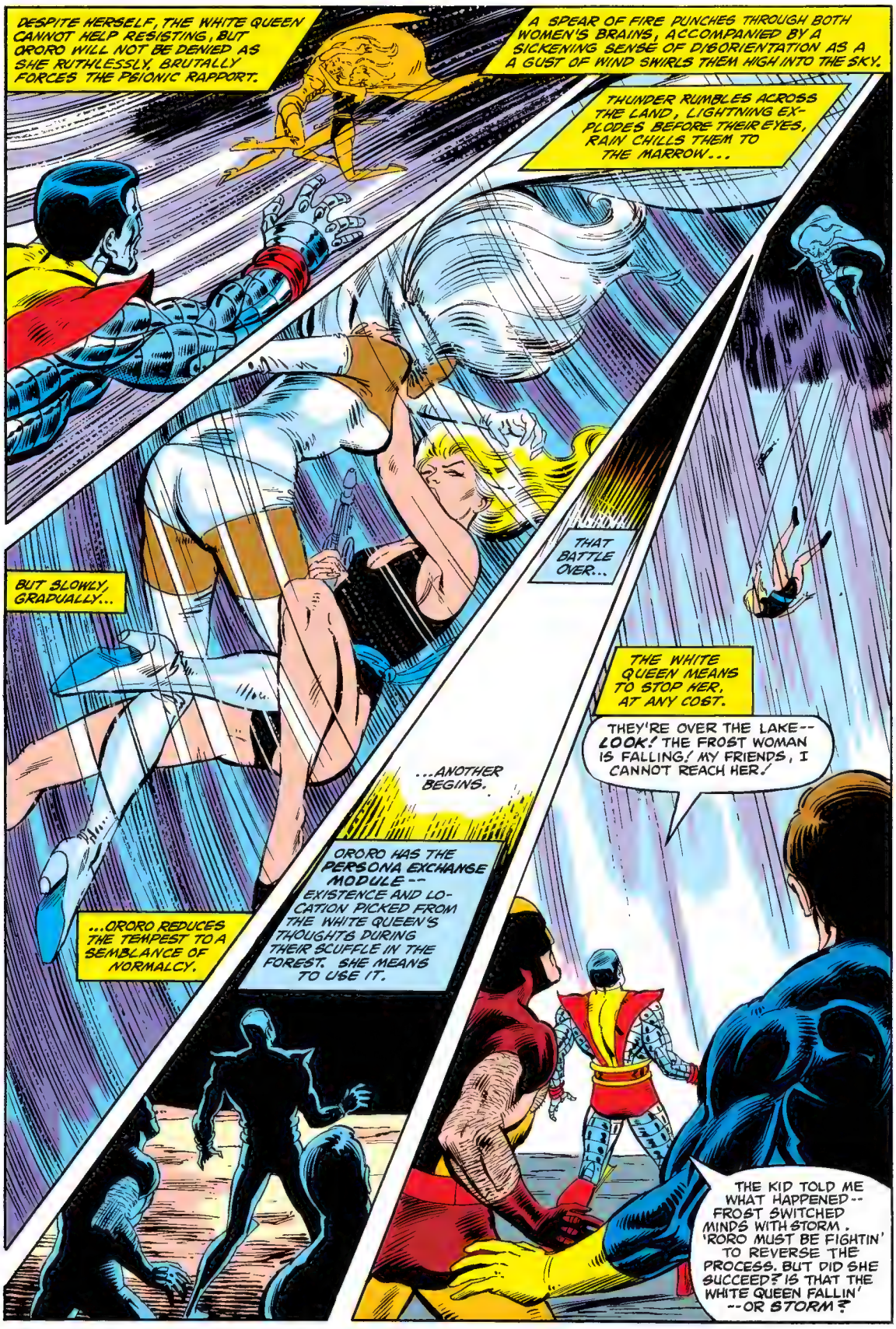

IT'S A MILE FROM THE HANGAR COMPLEX TO THE MAIN HOUSE. LAST CHRISTMAS, WHILE BEING CHASED BY A DEMON, KITTY COVERED THE DISTANCE IN RECORD TIME.* TONIGHT, SHE MOVES FASTER.
THE RAPPORT FADED AWAY, JUST LIKE ORORO SAID IT WOULD. WE'RE EACH ON OUR OWN NOW. SHE STAYED BEHIND TO TRY TO SLOW SHAW DOWN. I HOPE SHE'S OKAY.
I'D BETTER BE CAREFUL MYSELF.
* X-MEN #143--L.
THE GUARDS HAVE BEEN ALERTED. THEY'RE LOOKING FOR US.
I WONDER WHERE THEY'RE HOLDING THE X-MEN.
C'MERE, KID.
ULLMPFF!
SHUSH, SHORT-STUFF. IT'S ME.
WOLVERINE!
B-BUT I HEARD A GUARD SAY YOU'D BEEN KILLED.
FUNNY, I HEARD SOME BOZO MAKE THE SAME CRACK ABOUT YOU.
LIKEWISE.
OH, LOGAN, I'M SO GLAD TO SEE YOU!
UNKNOWN TO EVERYONE, AMANDA--A SORCERESS OF NO MEAN ABILITY--CAST A SPELL DURING THE FIGHT IN THE DANGER ROOM WHICH GAVE WOLVERINE THE APPEARENCE OF DEATH. IGNORANT OF HER ABILITY, THE HELLFIRE CLUB HAS YET TO REALIZE ANYTHING'S WRONG.
THEY'RE GETTIN' SET TO SHIP THE X-MEN OUT, KITTY. WE GOT NO TIME FOR ANYTHING FANCY, SO LISTEN UP.
HERE'S WHAT YOU'RE GONNA DO.

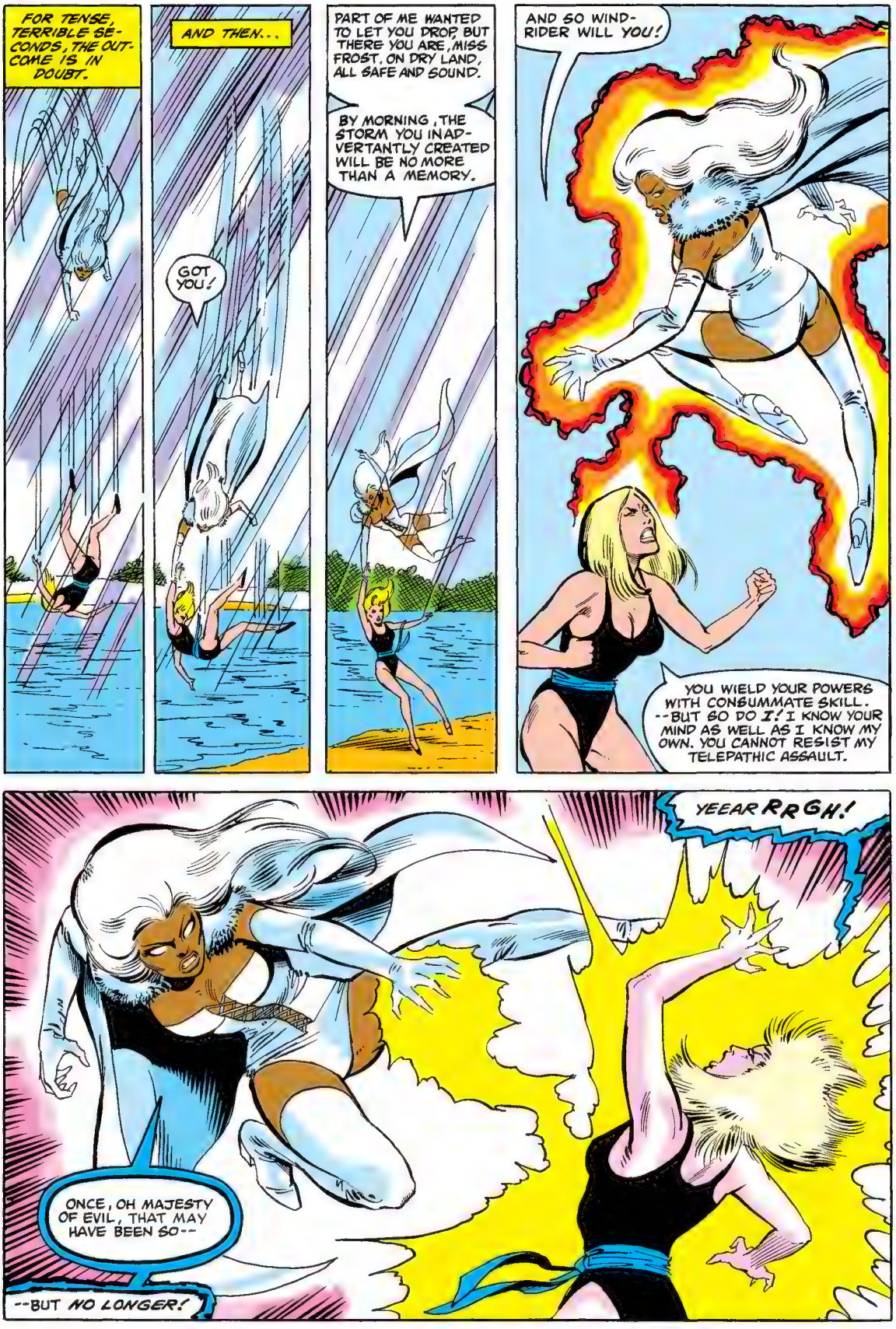
HER ATTACK, A MINUTE LATER, IS AS EFFECTIVE AS IT IS DIRECT. SHE SIMPLY PHASES THROUGH ALL THE PRISONERS, DISRUPTING THE ELECTROMAGNETIC LOCKS ON THEIR INHIBITOR COLLARS AND RELEASING THEM.
KITTY!
HOLD STILL, CYCLOPS. I WILL SOON HAVE YOU FREE OF YOUR MASK.
HI, GUYS. MISS ME?
DESPERATELY, KATZCHEN.
ENJOY YOUR MOMENT, HEROES. IT WON'T LAST LONG.
ALL I NEED TO DO IS INCREASE YOUR MASS ENOUGH TO MAKE IT IMPOSSIBLE FOR YOU TO MOVE.
THAT PLOY MIGHT BE EFFECTIVE AGAINST MY FRIENDS, VILLAIN. BUT IN MY ARMORED FORM, I AM NOT TO BE HELD EASILY.
WITH BUT A THOUGHT, COLOSSUS TRANSMUTES HIS BODY FROM FLESH AND BLOOD TO SUPER-STRONG ORGANIC STEEL...
...AND--EASILY SNAPPING HIS BONDS--STRIKES!
BEFORE HARRY LELAND CAN RECOVER, NIGHTCRAWLER TELEPORTS ON TOP OF HIM.
YOU MAY INCREASE MY MASS ALL YOU WISH, HERR LELAND.
THIS IS FOR WOLVERINE, SWINE!
OF COURSE, CONSIDERING WHERE I AM, THAT MIGHT NOT BE THE BRIGHTEST OF MOVES.
ON THE OTHER HAND, YOU AREN'T THE BRIGHTEST OF PEOPLE.
POW!

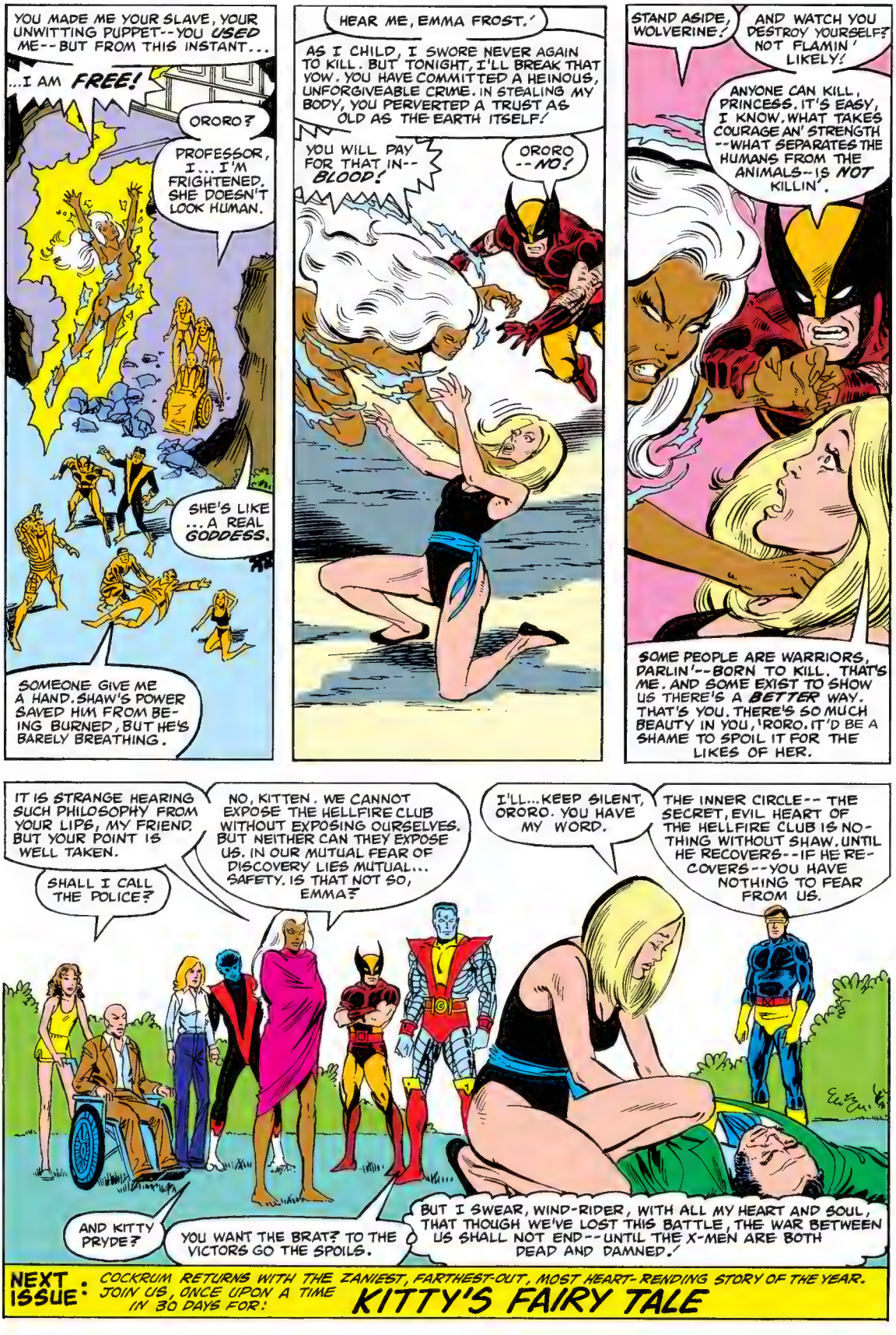
MOVING WITH A SPEED BORN OF YEARS OF PRACTICE, CYCLOPS DONS A RUBY QUARTZ VISOR--THE ONLY THING CAPABLE OF CONTROLLING HIS DEADLY OPTIC BLASTS--HIDDEN IN HIS BELT...
...AND TOGETHER, HE AND COLOSSUS MAKE SHORT WORK OF THEIR GUARDS.
CYCLOPS--IN THE DOORWAY--ANOTHER ONE!
LEAVE HIM TO ME, ELF!
WOLVERINE--IT CAN'T BE!
YOU'RE ALIVE!
RETRACTABLE, RAZOR SHARP CLAWS EASILY CUT THE GUARD'S RIFLE TO PIECES...
...BUT THE FORCE OF WOLVERINE'S ATTACK THROWS THE X-MAN MOMENTARILY OFF BALANCE... WHICH IS ALL THE OPENING HIS FOE NEEDS.
THAT SITUATION CAN BE EASILY REMEDIED!
WANNA BET, COLE?
GO AHEAD, CRAZY-MAN! GUT ME! YOU'LL BE DOIN' ME A MERCY! ALL ME AN' MY PARTNERS LIVED FOR WAS SEEIN' YOU DEAD, WOLVERINE!
IF WE CAN'T HAVE THAT, IT'S BETTER TO DIE OURSELVES!
WHY? BECAUSE I CUT YOU MONTHS AGO?! AT THE TIME, YOU WERE TRYIN' TO KILL ME, REMEMBER?
YEAH! AND BECAUSE OF WHAT YOU DID, THEY MADE US FREAKS! PART HUMAN--BUT MOSTLY MACHINE!
IS THAT ALL?! MAN, YOU'RE PATHETIC!
SO WHAT IF YOU'RE BIONIC?! THERE ARE WORSE FATES!
YOU'RE ALIVE, COLE. A THINKIN', BREATHIN', FEELIN' HUMAN BEING. OR AT LEAST YOU'RE SUPPOSED TO BE.
ARTIFICIAL PARTS MECHANICAL LIMBS, CAN'T TAKE THAT ESSENTIAL HUMANITY AWAY. JUST AS FLESH-AND-BLOOD CAN'T GIVE IT TO YOU. I COULD GRANT YOUR WISH, BUB, BUT I WON'T. YOU AREN'T WORTH THE EFFORT.

AN ELOQUENT STATEMENT, WOLVERINE. SHALL I CARVE IT ON YOUR TOMBSTONE?
YOU CAN TRY, SHAW.
VAMOOSE, CRAWLER! YOU'RE NO MATCH FOR THE BIG MAN!
NOR ARE YOU, MAD MAN! HE'LL SNAP YOUR BONES LIKE ROTTEN TWIGS!
BAMF
SHE'S RIGHT. WE DAREN'T ATTACK SHAW DIRECTLY. THE HARDER WE HIT HIM, THE STRONGER HE GETS.
BUT IF I CAN USE MY OPTIC BLAST TO SHOVE HIM OFF-BALANCE INTO PETER'S ARMS-- DONE IT!
COLOSSUS--A FASTBALL SPECIAL! TOSS HIM INTO THE LAKE!
"WITH LUCK, HE SHOULD BURN OFF A FAIR CHUNK OF HIS POWER JUST BY SWIMMING BACK TO SHORE."
AND HE'LL BE OUT OF OUR HAIR LONG ENOUGH FOR US TO DEAL WITH HIS COMPATRIOTS.
SURRENDER, ORORO. I HAVE NO WISH TO HURT YOU.


A PITY, NIGHTCRAWLER, THAT THE FEELING ISN'T MUTUAL!
AHHRRR!
SUDDENLY....
BY THE WHITE WOLF--
--THE WIND!
IT SEEMS TO COME OUT OF NOWHERE, SMASHING THROUGH THE HOUSE LIKE AN ELEMENTAL BATTERING RAM, SWEEPING BOTH COMBATANTS AND BYSTANDERS OFF THEIR FEET.
AND WITH THE UNNATURAL WIND COMES RAIN--A TORRENTIAL MONSOON.
AND LIGHTNING--MASSIVE BOLTS THAT GOUGE ROUGH SCARS IN THE LAWN, SPLINTER AGED OAKS...
...STRIKE DOWN A MAN.
SHAW!
NO! IT ISN'T POSSIBLE! HE'S DOWN. HE ISN'T MOVING. NO POWER ON EARTH COULD DO THAT.
AS I FEARED, THE WHITE QUEEN'S INDISCRIMINATE USE OF MY ABILITIES HAS TRIGGERED A WILD WEATHER EFFECT. THE BOLT THAT STRUCK SHAW FILLED HIM WITH MORE RAW ENERGY THAN HIS SYSTEM COULD ASSIMILATE. THE OVERLOAD HAS EITHER STUNNED OR SLAIN HIM.
IF THIS STORM ISN'T BROUGHT UNDER CONTROL --QUICKLY--WE'LL BE THE NEXT TO FALL!
I CAN SENSE FROST'S TERROR. SHE'S TRYING TO REASSERT HER MASTERY OVER THE ELEMENTS...
...BUT SHE'S OUT OF HER DEPTH, SHE DOESN'T REALLY KNOW HOW.
YOU--GET AWAY! DON'T--!
I MUST! STOP FIGHTING ME! LET ME INTO YOUR MIND. I HAVE BEEN ONE WITH THE WINDS SINCE I WAS BORN--LET ME GUIDE YOU!
TRUST ME, FROST! IT'S OUR ONLY HOPE!


DESPITE HERSELF, THE WHITE QUEEN CANNOT HELP RESISTING, BUT ORORO WILL NOT BE DENIED AS SHE RUTHLESSLY, BRUTALLY FORCES THE PSIONIC RAPPORT.
A SPEAR OF FIRE PUNCHES THROUGH BOTH WOMEN'S BRAINS, ACCOMPANIED BY A SICKENING SENSE OF DISORIENTATION AS A A GUST OF WIND SWIRLS THEM HIGH INTO THE SKY.
THUNDER RUMBLES ACROSS THE LAND, LIGHTNING EXPLODES BEFORE THEIR EYES, RAIN CHILLS THEM TO THE MARROW...
BUT SLOWLY, GRADUALLY...
THAT BATTLE OVER...
THE WHITE QUEEN MEANS TO STOP HER, AT ANY COST.
THEY'RE OVER THE LAKE-- LOOK! THE FROST WOMAN IS FALLING! MY FRIENDS, I CANNOT REACH HER!
...ANOTHER BEGINS.
ORORO HAS THE PERSONA EXCHANGE MODULE-- EXISTENCE AND LOCATION PICKED FROM THE WHITE QUEEN'S THOUGHTS DURING THEIR SCUFFLE IN THE FOREST. SHE MEANS TO USE IT.
...ORORO REDUCES THE TEMPEST TO A SEMBLANCE OF NORMALCY.
THE KID TOLD ME WHAT HAPPENED-- FROST SWITCHED MINDS WITH STORM. 'RORO MUST BE FIGHTIN' TO REVERSE THE PROCESS. BUT DID SHE SUCCEED? IS THAT THE WHITE QUEEN FALLIN' --OR STORM?


FOR TENSE, TERRIBLE SECONDS, THE OUTCOME IS IN DOUBT.
AND THEN...
GOT YOU!
PART OF ME WANTED TO LET YOU DROP, BUT THERE YOU ARE, MISS FROST, ON DRY LAND, ALL SAFE AND SOUND.
BY MORNING, THE STORM YOU INADVERTANTLY CREATED WILL BE NO MORE THAN A MEMORY.
AND SO WINDRIDER WILL YOU!
YOU WIELD YOUR POWERS WITH CONSUMMATE SKILL. --BUT SO DO I. I KNOW YOUR MIND AS WELL AS I KNOW MY OWN. YOU CANNOT RESIST MY TELEPATHIC ASSAULT.
YEEAR RRGH!
ONCE, OH MAJESTY OF EVIL, THAT MAY HAVE BEEN SO--
--BUT NO LONGER!


YOU MADE ME YOUR SLAVE, YOUR UNWITTING PUPPET--YOU USED ME--BUT FROM THIS INSTANT...
...I AM FREE!
ORORO?
PROFESSOR, I... I'M FRIGHTENED. SHE DOESN'T LOOK HUMAN.
SHE'S LIKE ...A REAL GODDESS.
SOMEONE GIVE ME A HAND. SHAW'S POWER SAVED HIM FROM BEING BURNED, BUT HE'S BARELY BREATHING.
HEAR ME, EMMA FROST.'
AS I CHILD, I SWORE NEVER AGAIN TO KILL. BUT TONIGHT, I'LL BREAK THAT VOW. YOU HAVE COMMITTED A HEINOUS, UNFORGIVEABLE CRIME. IN STEALING MY BODY, YOU PERVERTED A TRUST AS OLD AS THE EARTH ITSELF!
YOU WILL PAY FOR THAT IN--BLOOD!
ORORO --NO!
STAND ASIDE, WOLVERINE!
AND WATCH YOU DESTROY YOURSELF? NOT FLAMIN' LIKELY!
ANYONE CAN KILL, PRINCESS. IT'S EASY, I KNOW. WHAT TAKES COURAGE AN' STRENGTH --WHAT SEPARATES THE HUMANS FROM THE ANIMALS--IS NOT KILLIN'.
SOME PEOPLE ARE WARRIORS, DARLIN'--BORN TO KILL. THAT'S ME. AND SOME EXIST TO SHOW US THERE'S A BETTER WAY. THAT'S YOU. THERE'S SO MUCH BEAUTY IN YOU, 'RORO. IT'D BE A SHAME TO SPOIL IT FOR THE LIKES OF HER.
IT IS STRANGE HEARING SUCH PHILOSOPHY FROM YOUR LIPS, MY FRIEND. BUT YOUR POINT IS WELL TAKEN.
SHALL I CALL THE POLICE?
NO, KITTEN. WE CANNOT EXPOSE THE HELLFIRE CLUB WITHOUT EXPOSING OURSELVES. BUT NEITHER CAN THEY EXPOSE US. IN OUR MUTUAL FEAR OF DISCOVERY LIES MUTUAL... SAFETY. IS THAT NOT SO, EMMA?
I'LL...KEEP SILENT, ORORO. YOU HAVE MY WORD.
THE INNER CIRCLE-- THE SECRET, EVIL HEART OF THE HELLFIRE CLUB IS NOTHING WITHOUT SHAW. UNTIL HE RECOVERS--IF HE RECOVERS--YOU HAVE NOTHING TO FEAR FROM US.
AND KITTY PRYDE?
YOU WANT THE BRAT? TO THE VICTORS GO THE SPOILS.
BUT I SWEAR, WIND-RIDER, WITH ALL MY HEART AND SOUL, THAT THOUGH WE'VE LOST THIS BATTLE, THE WAR BETWEEN US SHALL NOT END--UNTIL THE X-MEN ARE BOTH DEAD AND DAMNED.'
NEXT ISSUE: COCKRUM RETURNS WITH THE ZANIEST, FARTHEST-OUT, MOST HEART-RENDING STORY OF THE YEAR. JOIN US, ONCE UPON A TIME IN 30 DAYS FOR!
KITTY'S FAIRY TALE

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THE UNCANNY X-MEN™

AND NOW FOR SOMETHING COMPLETELY DIFFERENT!

CockRum / Burnstein

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

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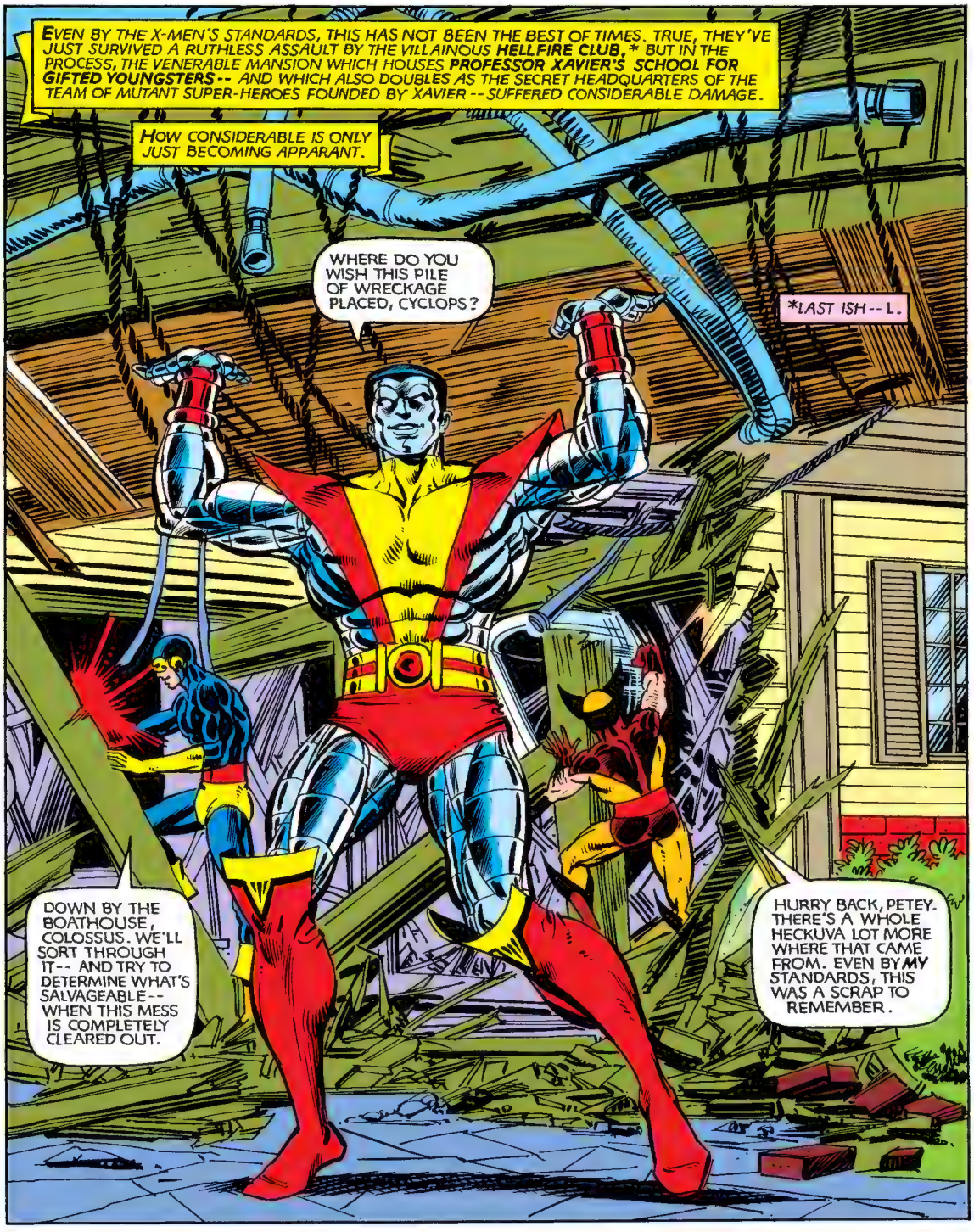
EVEN BY THE X-MEN'S STANDARDS, THIS HAS NOT BEEN THE BEST OF TIMES. TRUE, THEY'VE JUST SURVIVED A RUTHLESS ASSAULT BY THE VILLAINOUS HELLFIRE CLUB,* BUT IN THE PROCESS, THE VENERABLE MANSION WHICH HOUSES PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS -- AND WHICH ALSO DOUBLES AS THE SECRET HEADQUARTERS OF THE TEAM OF MUTANT SUPER-HEROES FOUNDED BY XAVIER -- SUFFERED CONSIDERABLE DAMAGE.
HOW CONSIDERABLE IS ONLY JUST BECOMING APPARANT.
WHERE DO YOU WISH THIS PILE OF WRECKAGE PLACED, CYCLOPS?
*LAST ISH -- L.
DOWN BY THE BOATHOUSE, COLOSSUS. WE'LL SORT THROUGH IT -- AND TRY TO DETERMINE WHAT'S SALVAGEABLE -- WHEN THIS MESS IS COMPLETELY CLEARED OUT.
HURRY BACK, PETEY. THERE'S A WHOLE HECKUVA LOT MORE WHERE THAT CAME FROM. EVEN BY MY STANDARDS, THIS WAS A SCRAP TO REMEMBER.

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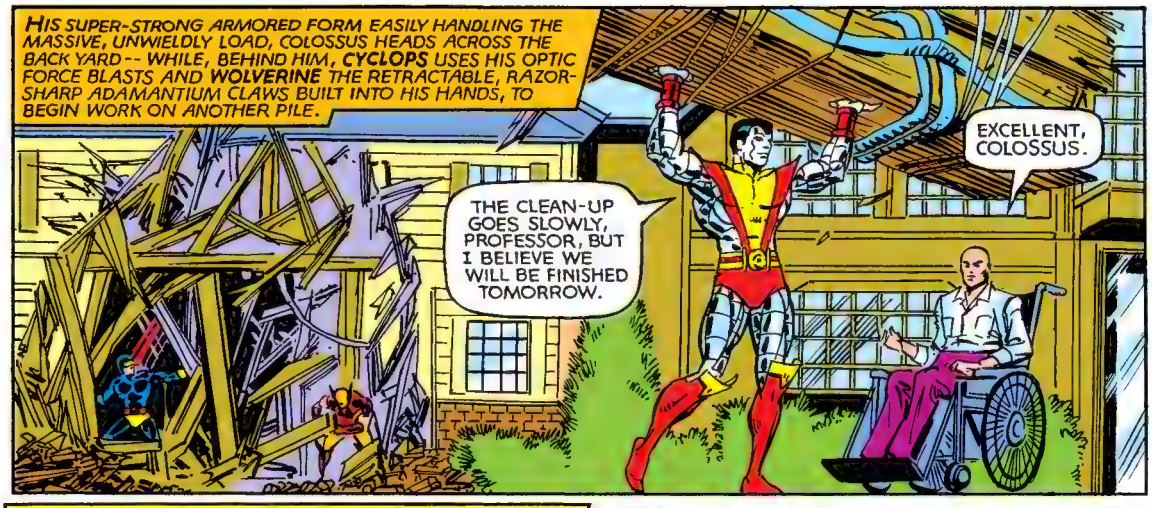
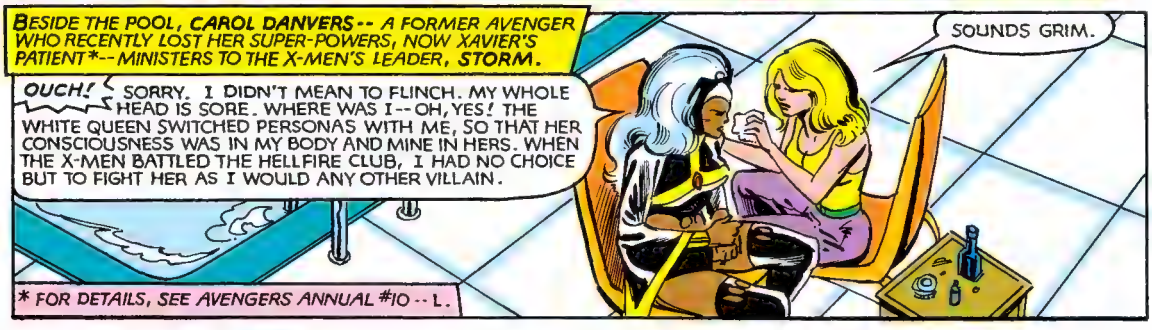
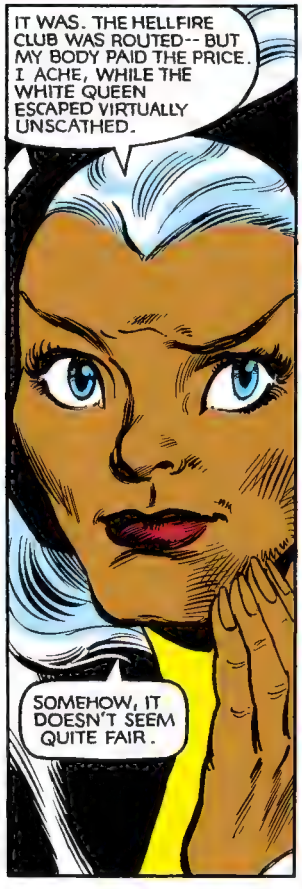
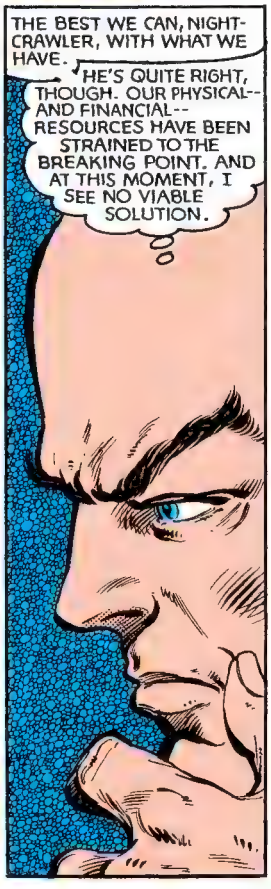

HIS SUPER-STRONG ARMORED FORM EASILY HANDLING THE MASSIVE, UNWIELDLY LOAD, COLOSSUS HEADS ACROSS THE BACK YARD -- WHILE, BEHIND HIM, CYCLOPS USES HIS OPTIC FORCE BLASTS AND WOLVERINE THE RETRACTABLE, RAZOR-SHARP ADAMANTIUM CLAWS BUILT INTO HIS HANDS, TO BEGIN WORK ON ANOTHER PILE.
THE CLEAN-UP GOES SLOWLY, PROFESSOR, BUT I BELIEVE WE WILL BE FINISHED TOMORROW.
EXCELLENT, COLOSSUS.

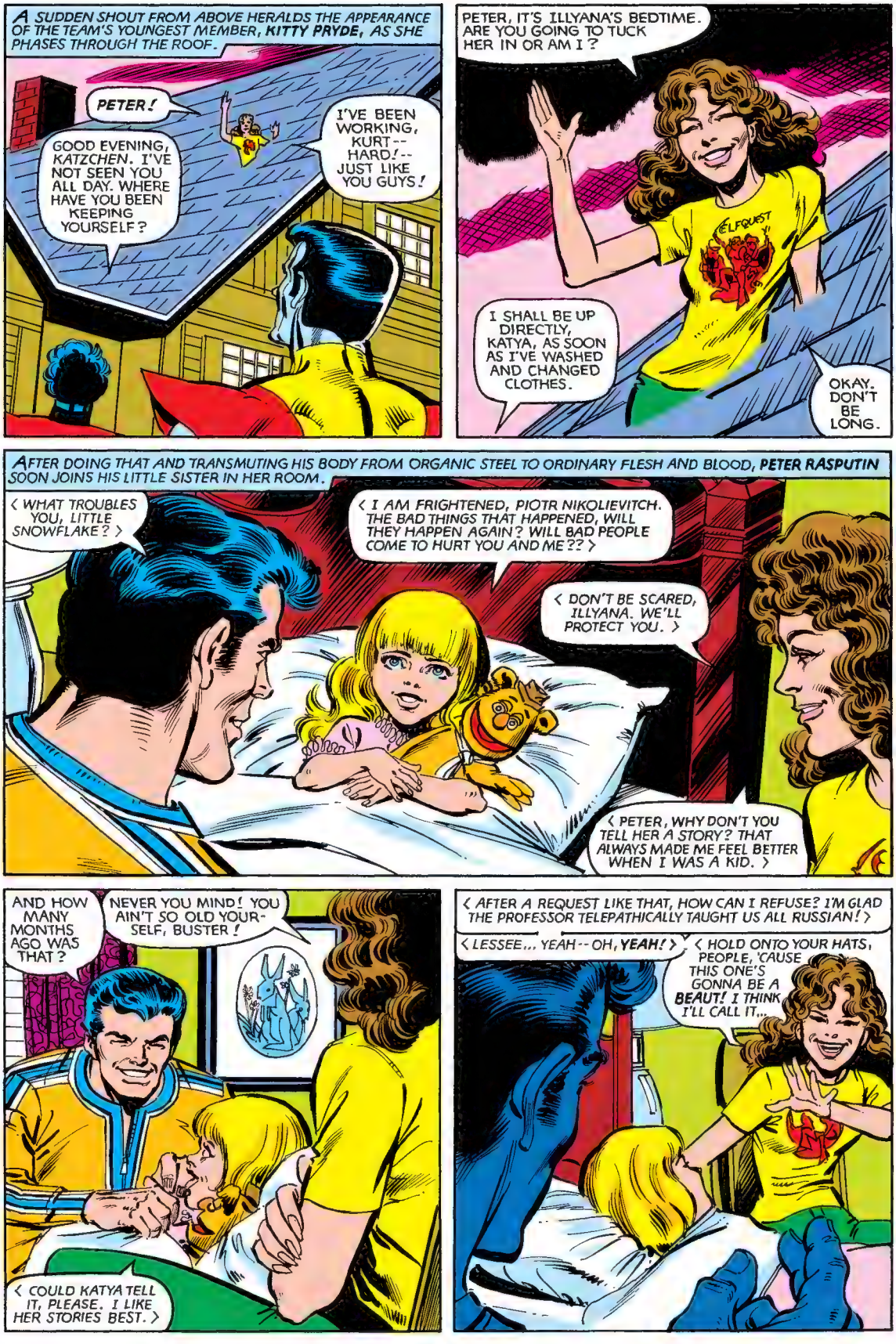

BESIDE THE POOL, CAROL DANVERS -- A FORMER AVENGER WHO RECENTLY LOST HER SUPER-POWERS, NOW XAVIER'S PATIENT*--MINISTERS TO THE X-MEN'S LEADER, STORM.
OUCH! SORRY. I DIDN'T MEAN TO FLINCH. MY WHOLE HEAD IS SORE. WHERE WAS I -- OH, YES! THE WHITE QUEEN SWITCHED PERSONAS WITH ME, SO THAT HER CONSCIOUSNESS WAS IN MY BODY AND MINE IN HERS. WHEN THE X-MEN BATTLED THE HELLFIRE CLUB, I HAD NO CHOICE BUT TO FIGHT HER AS I WOULD ANY OTHER VILLAIN.
SOUNDS GRIM.
* FOR DETAILS, SEE AVENGERS ANNUAL #10 -- L.


IT WAS. THE HELLFIRE CLUB WAS ROUTED -- BUT MY BODY PAID THE PRICE. I ACHE, WHILE THE WHITE QUEEN ESCAPED VIRTUALLY UNSCATHED.
SOMEHOW, IT DOESN'T SEEM QUITE FAIR.

PROFESSOR, I'VE FINISHED MY INSPECTION TOUR. I THOUGHT I'D TELEPORT AND GIVE YOU THE NEWS IN PERSON RATHER THAN OVER THE INTERCOM OR BY HAVING YOU READ MY MIND.
THINGS ARE AS BAD AS WE FEARED.

THE DANGER ROOM, THE PRIME COMPUTER AND ONE WING OF THE HOUSE ARE A TOTAL LOSS. THE HANGAR COMPLEX AND OUR "BLACKBIRD" AIRCRAFT SUFFERED MINIMAL DAMAGE.
PROFESSOR, WE CANNOT EFFECT REPAIRS BY OURSELVES. WE LACK THE TOOLS, THE RAW MATERIALS, THE EXPERTISE. WHAT ARE WE TO DO?


THE BEST WE CAN, NIGHTCRAWLER, WITH WHAT WE HAVE.
HE'S QUITE RIGHT, THOUGH. OUR PHYSICAL -- AND FINANCIAL -- RESOURCES HAVE BEEN STRAINED TO THE BREAKING POINT. AND AT THIS MOMENT, I SEE NO VIABLE SOLUTION.


A SUDDEN SHOUT FROM ABOVE HERALDS THE APPEARANCE OF THE TEAM'S YOUNGEST MEMBER, KITTY PRYDE, AS SHE PHASES THROUGH THE ROOF.
PETER!
GOOD EVENING, KATZCHEN. I'VE NOT SEEN YOU ALL DAY. WHERE HAVE YOU BEEN KEEPING YOURSELF?
I'VE BEEN WORKING, KURT-- HARD!-- JUST LIKE YOU GUYS!
PETER, IT'S ILLYANA'S BEDTIME. ARE YOU GOING TO TUCK HER IN OR AM I?
I SHALL BE UP DIRECTLY, KATYA, AS SOON AS I'VE WASHED AND CHANGED CLOTHES.
OKAY. DON'T BE LONG.
AFTER DOING THAT AND TRANSMUTING HIS BODY FROM ORGANIC STEEL TO ORDINARY FLESH AND BLOOD, PETER RASPUTIN SOON JOINS HIS LITTLE SISTER IN HER ROOM.
< WHAT TROUBLES YOU, LITTLE SNOWFLAKE? >
< I AM FRIGHTENED, PIOTR NIKOLIEVITCH. THE BAD THINGS THAT HAPPENED, WILL THEY HAPPEN AGAIN? WILL BAD PEOPLE COME TO HURT YOU AND ME?? >
< DON'T BE SCARED, ILLYANA. WE'LL PROTECT YOU. >
< PETER, WHY DON'T YOU TELL HER A STORY? THAT ALWAYS MADE ME FEEL BETTER WHEN I WAS A KID. >
AND HOW MANY MONTHS AGO WAS THAT?
NEVER YOU MIND! YOU AIN'T SO OLD YOURSELF, BUSTER!
< COULD KATYA TELL IT, PLEASE. I LIKE HER STORIES BEST. >
< AFTER A REQUEST LIKE THAT, HOW CAN I REFUSE? I'M GLAD THE PROFESSOR TELEPATHICALLY TAUGHT US ALL RUSSIAN! >
< LESSEE... YEAH-- OH, YEAH! >
< HOLD ONTO YOUR HATS, PEOPLE, 'CAUSE THIS ONE'S GONNA BE A BEAUT! I THINK I'LL CALL IT...

KITTY'S FAIRY TALE

THE PLAYERS:

KITTY PRYDE as PIRATE KITTY

KURT WAGNER (NIGHTCRAWLER) as (under protest) a BAMF

PETER RASPUTIN as COLOSSUS, her true love

LOGAN (WOLVERINE) as the FIEND WITH NO NAME

SCOTT SUMMERS as the NOBLE PRINCE

The SR-71 "BLACKBIRD" as LOCKHEED THE DRAGON

CHARLES XAVIER as the WIZARD

JEAN GREY (PHŒNIX) as the ENCHANTED PRINCESS

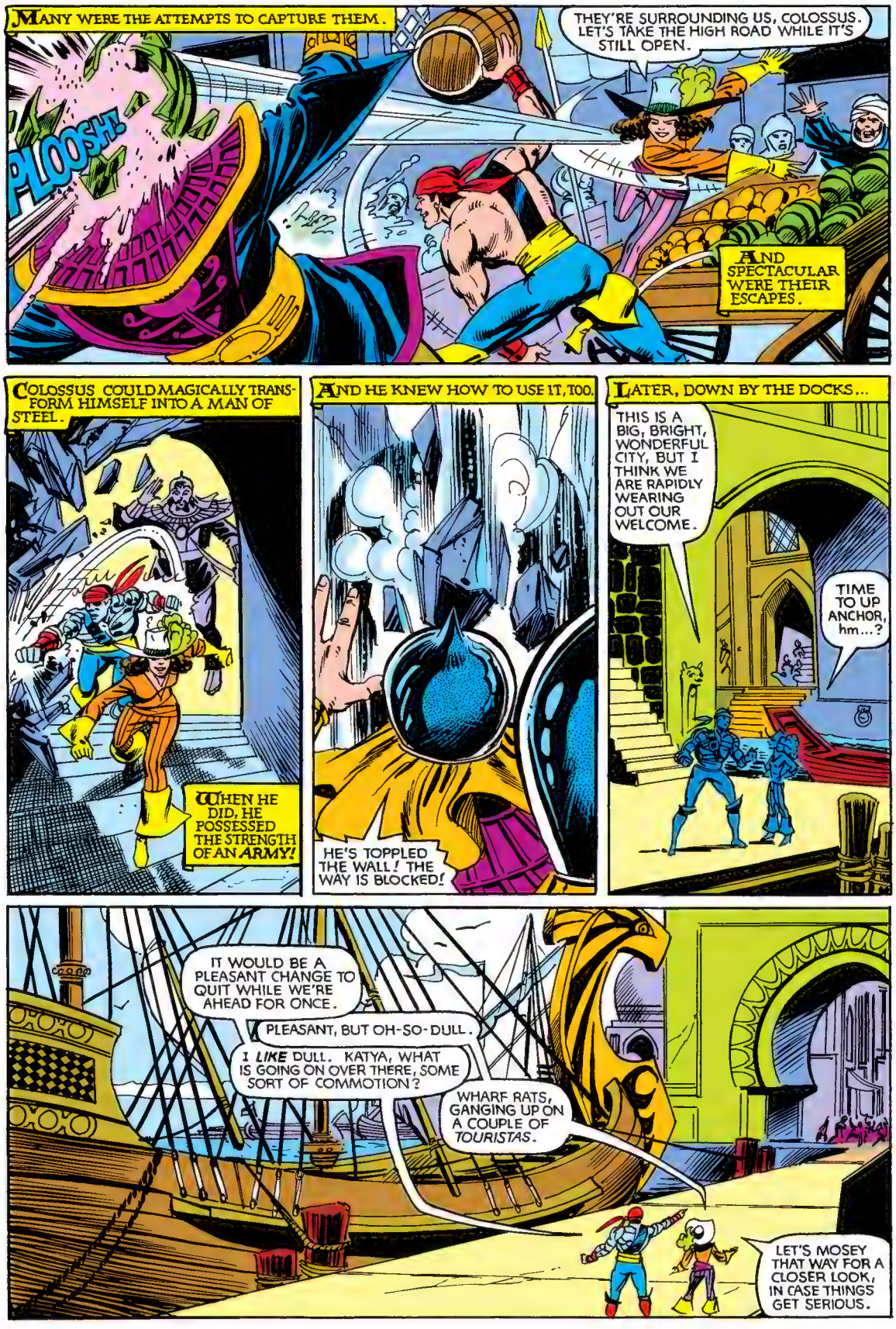
ORORO (STORM) as the GENIE

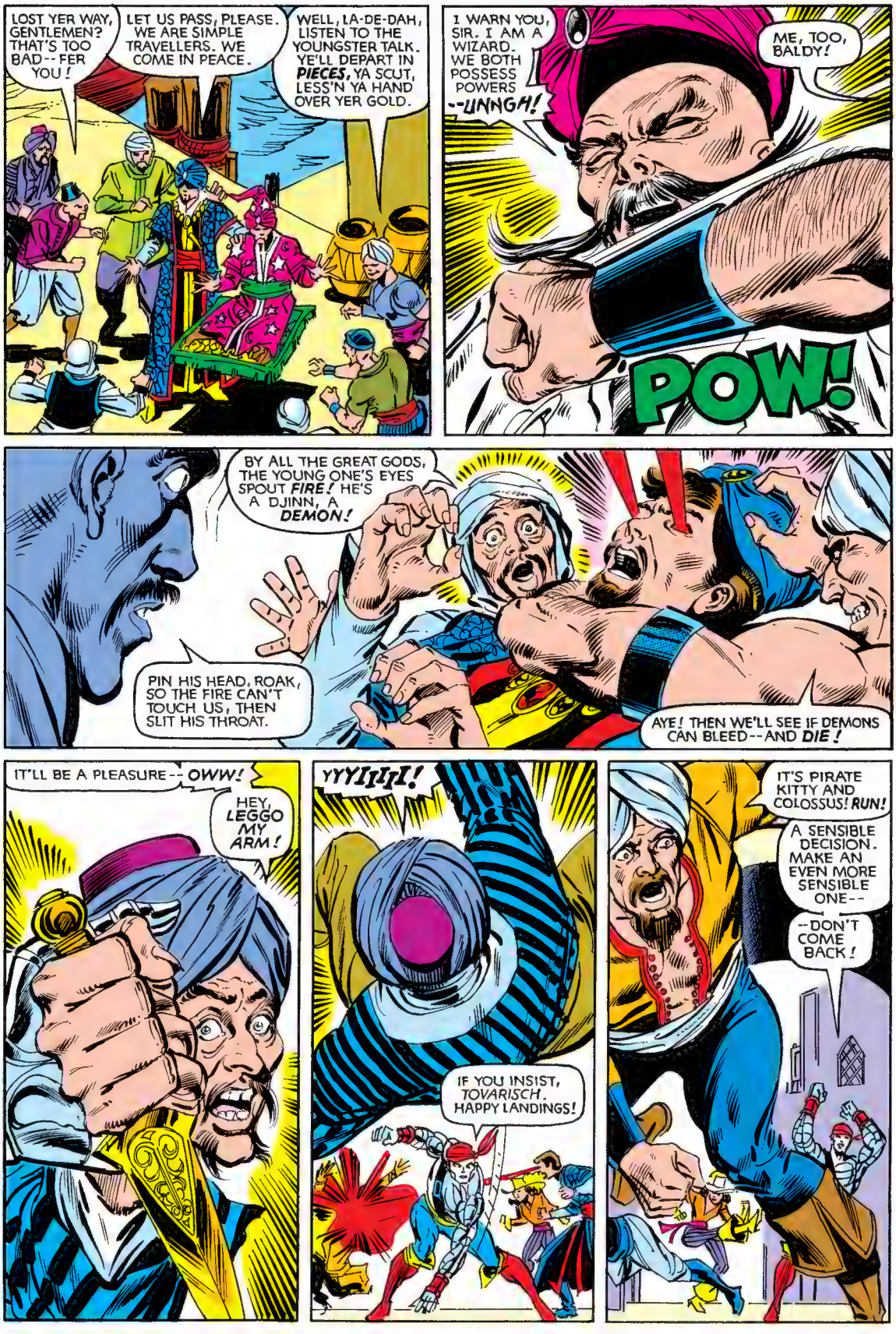
ONCE UPON A TIME, IN THE CALIPHATE OF NHU YORKH, KITTY BEGINS, THERE LIVED A YOUNG WOMAN NAMED *PIRATE KITTY!*

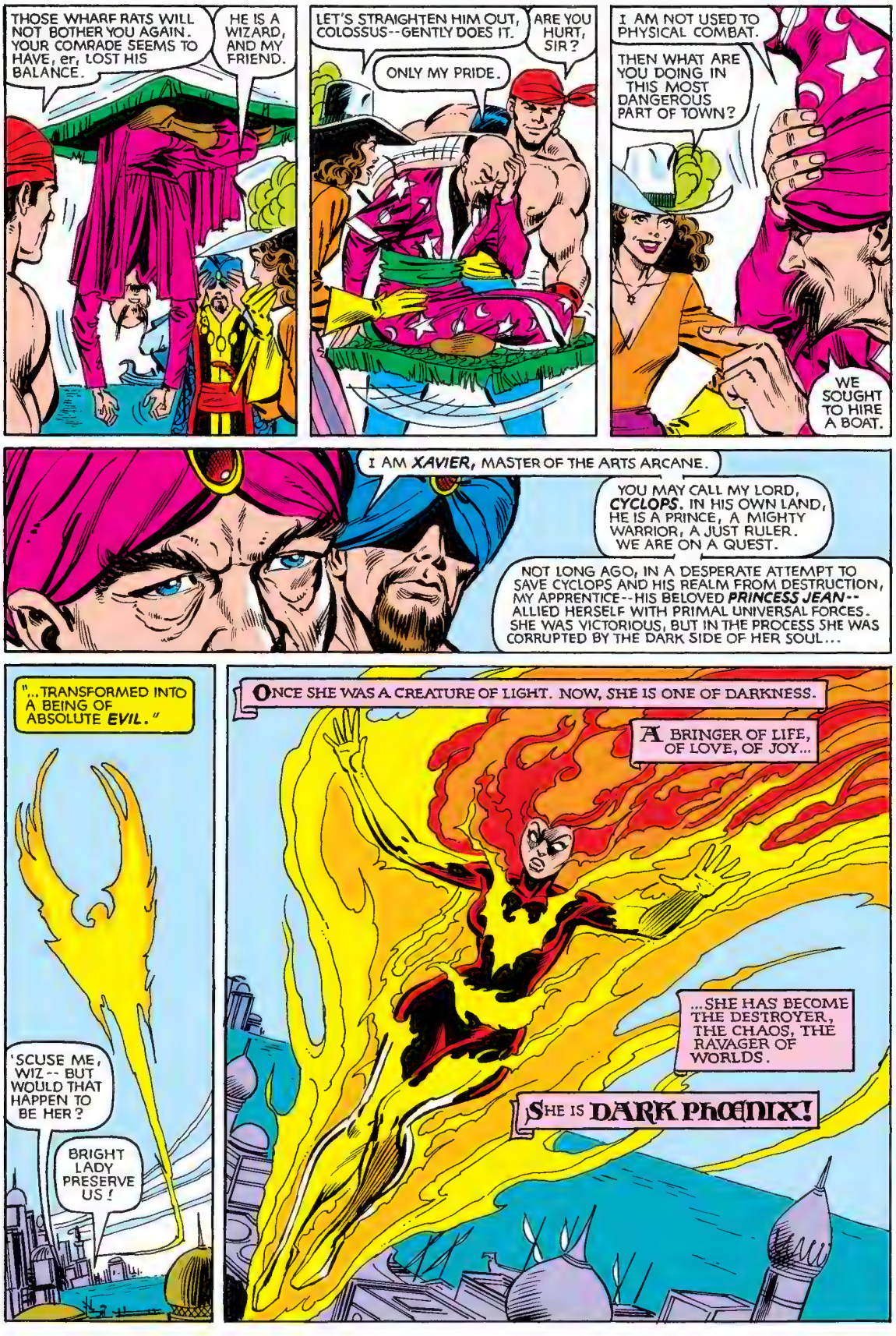
SHE WAS KNOWN THROUGHOUT THE LAND...

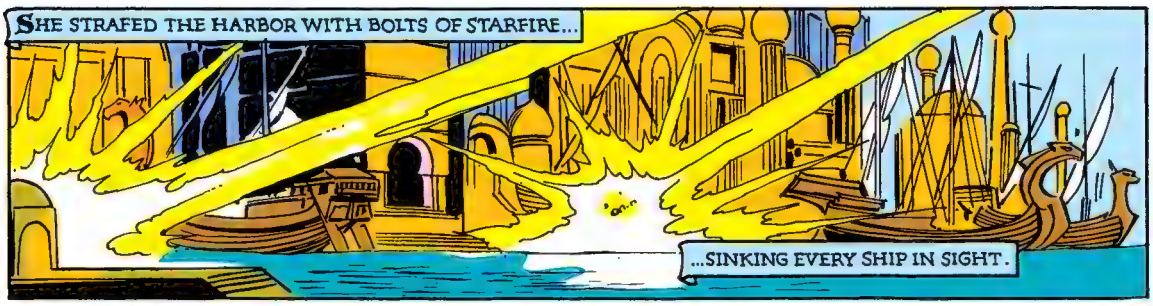
...TOGETHER WITH HER STALWART COMPANION--AND TRUE, er, FRIEND--*COLOSSUS*.

THEY WERE LOVED BY THE POOR AND DOWNTRODDEN, IN WHOSE DEFENSE THEY FOUGHT, AND HATED BY THE RICH, CRUEL OPPRESSORS OF THE COMMONERS.


MANY WERE THE ATTEMPTS TO CAPTURE THEM.
PLOOSH!
THEY'RE SURROUNDING US, COLOSSUS. LET'S TAKE THE HIGH ROAD WHILE IT'S STILL OPEN.
AND SPECTACULAR WERE THEIR ESCAPES.
COLOSSUS COULD MAGICALLY TRANSFORM HIMSELF INTO A MAN OF STEEL.
WHEN HE DID, HE POSSESSED THE STRENGTH OF AN ARMY!
AND HE KNEW HOW TO USE IT, TOO.
HE'S TOPPLED THE WALL! THE WAY IS BLOCKED!
LATER, DOWN BY THE DOCKS...
THIS IS A BIG, BRIGHT, WONDERFUL CITY, BUT I THINK WE ARE RAPIDLY WEARING OUT OUR WELCOME.
TIME TO UP ANCHOR, hm...?
IT WOULD BE A PLEASANT CHANGE TO QUIT WHILE WE'RE AHEAD FOR ONCE.
PLEASANT, BUT OH-SO-DULL.
I LIKE DULL. KATYA, WHAT IS GOING ON OVER THERE, SOME SORT OF COMMOTION?
WHARF RATS, GANGING UP ON A COUPLE OF TOURISTAS.
LET'S MOSEY THAT WAY FOR A CLOSER LOOK, IN CASE THINGS GET SERIOUS.

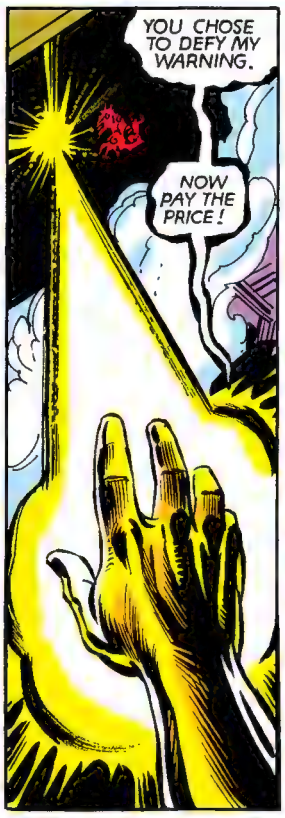

LOST YER WAY, GENTLEMEN? THAT'S TOO BAD--FER YOU!
LET US PASS, PLEASE. WE ARE SIMPLE TRAVELLERS. WE COME IN PEACE.
WELL, LA-DE-DAH, LISTEN TO THE YOUNGSTER TALK. YE'LL DEPART IN PIECES, YA SCUT, LESS'N YA HAND OVER YER GOLD.
I WARN YOU, SIR. I AM A WIZARD. WE BOTH POSSESS POWERS --UNNGH!
ME, TOO, BALDY!
POW!
BY ALL THE GREAT GODS, THE YOUNG ONE'S EYES SPOUT FIRE! HE'S A DJINN, A DEMON!
PIN HIS HEAD, ROAK, SO THE FIRE CAN'T TOUCH US, THEN SLIT HIS THROAT.
AYE! THEN WE'LL SEE IF DEMONS CAN BLEED--AND DIE!
IT'LL BE A PLEASURE--OWW!
HEY, LEGGO MY ARM!
YYYIIII!
IF YOU INSIST, TOVARISCH. HAPPY LANDINGS!
IT'S PIRATE KITTY AND COLOSSUS! RUN!
A SENSIBLE DECISION. MAKE AN EVEN MORE SENSIBLE ONE--
--DON'T COME BACK!


THOSE WHARF RATS WILL NOT BOTHER YOU AGAIN. YOUR COMRADE SEEMS TO HAVE, er, LOST HIS BALANCE.
HE IS A WIZARD, AND MY FRIEND.
LET'S STRAIGHTEN HIM OUT, COLOSSUS--GENTLY DOES IT.
ARE YOU HURT, SIR?
ONLY MY PRIDE.
I AM NOT USED TO PHYSICAL COMBAT.
THEN WHAT ARE YOU DOING IN THIS MOST DANGEROUS PART OF TOWN?
WE SOUGHT TO HIRE A BOAT.
I AM XAVIER, MASTER OF THE ARTS ARCANE.
YOU MAY CALL MY LORD, CYCLOPS. IN HIS OWN LAND, HE IS A PRINCE, A MIGHTY WARRIOR, A JUST RULER. WE ARE ON A QUEST.
NOT LONG AGO, IN A DESPERATE ATTEMPT TO SAVE CYCLOPS AND HIS REALM FROM DESTRUCTION, MY APPRENTICE--HIS BELOVED PRINCESS JEAN--ALLIED HERSELF WITH PRIMAL UNIVERSAL FORCES. SHE WAS VICTORIOUS, BUT IN THE PROCESS SHE WAS CORRUPTED BY THE DARK SIDE OF HER SOUL...
"...TRANSFORMED INTO A BEING OF ABSOLUTE EVIL."
'SCUSE ME, WIZ-- BUT WOULD THAT HAPPEN TO BE HER?
BRIGHT LADY PRESERVE US!
ONCE SHE WAS A CREATURE OF LIGHT. NOW, SHE IS ONE OF DARKNESS.
A BRINGER OF LIFE, OF LOVE, OF JOY...
...SHE HAS BECOME THE DESTROYER, THE CHAOS, THE RAVAGER OF WORLDS.
SHE IS DARK PHOENIX!

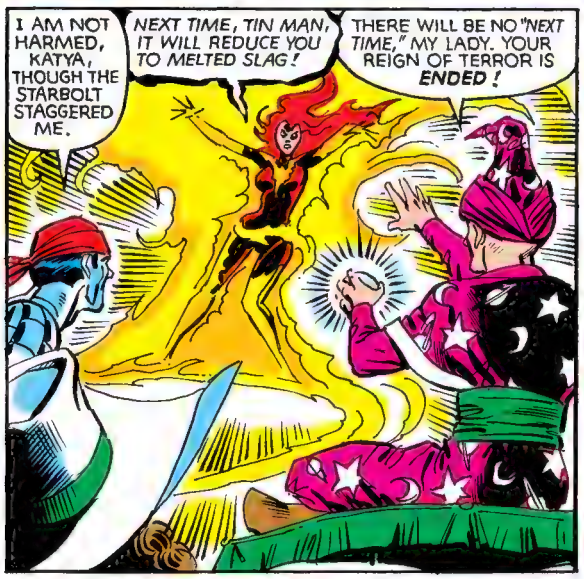

SHE STRAFED THE HARBOR WITH BOLTS OF STARFIRE...
...SINKING EVERY SHIP IN SIGHT.

YOUR QUEST IS OVER, OLD MAN, ALMOST BEFORE IT'S TRULY BEGUN.
I DON'T LIKE THE SOUND OF THAT.
KNOW ANY GOOD DEFENSIVE SPELLS, WIZ?

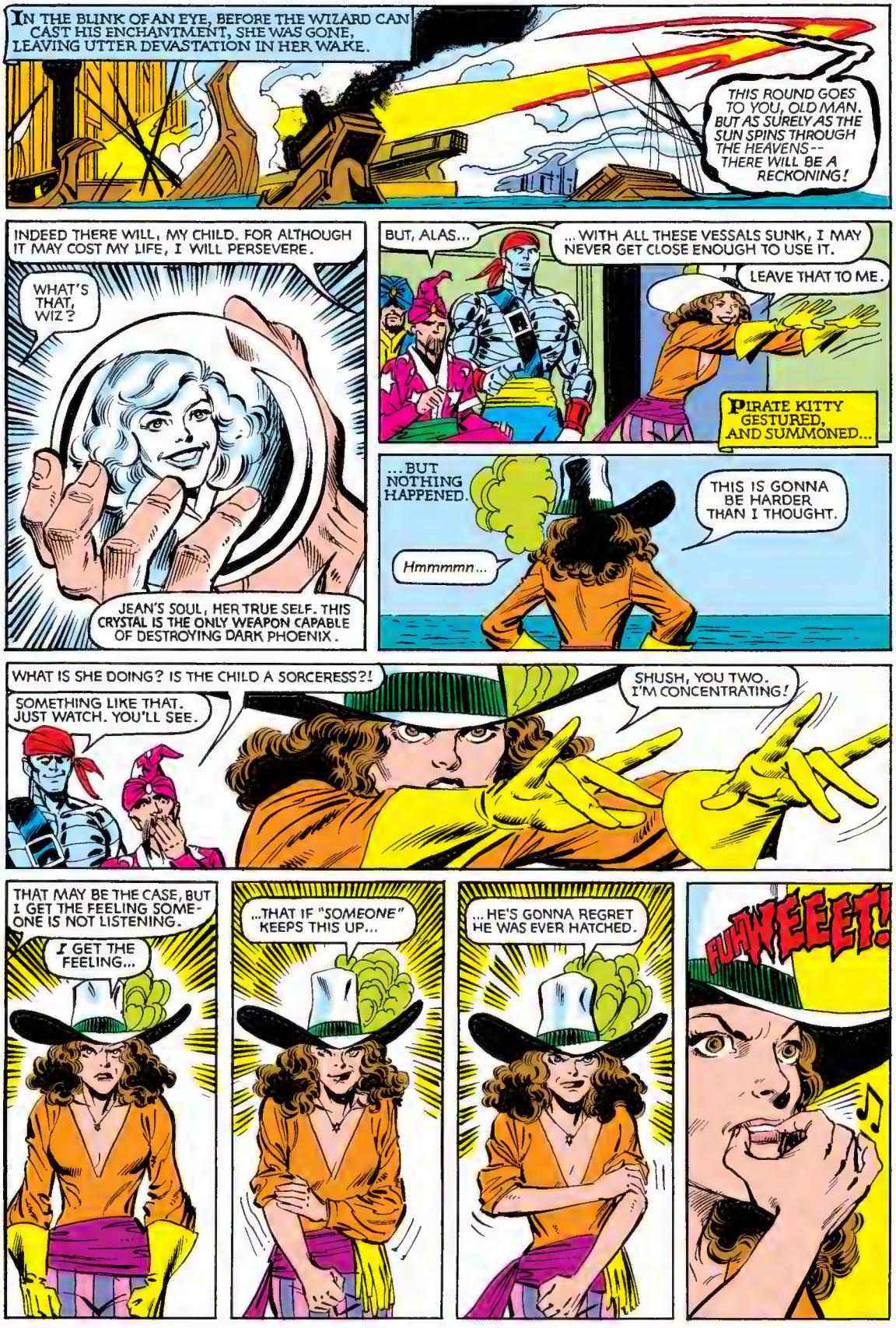
I HAVE ASCENDED AS FAR ABOVE HUMANITY AS IT HAS ABOVE THE AMOEBA. I AM A GODDESS INCARNATE!
I TOLD YOU WHAT WOULD HAPPEN SHOULD YOU CONTINUE TO DEFY ME.

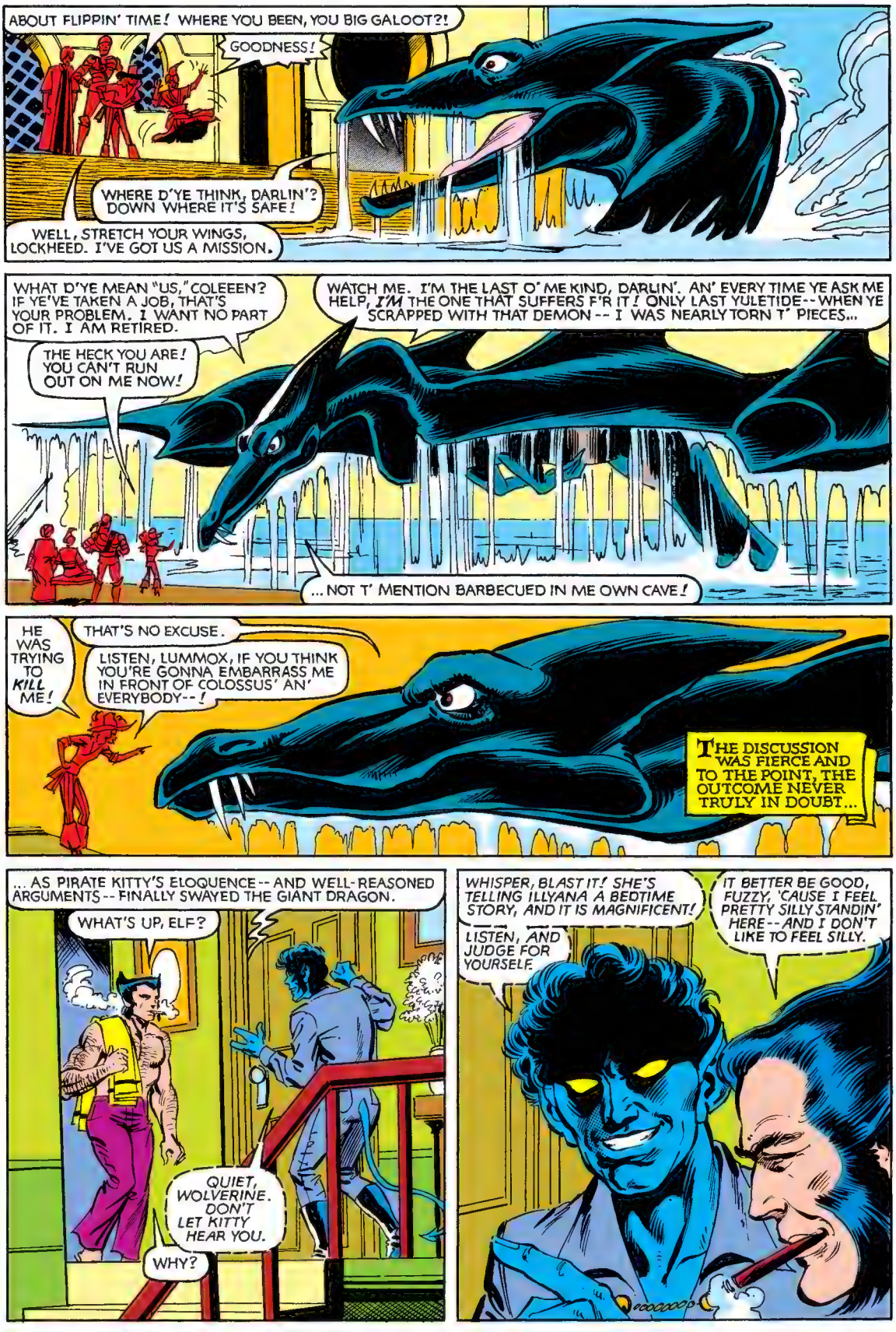

YOU CHOSE TO DEFY MY WARNING.
NOW PAY THE PRICE!

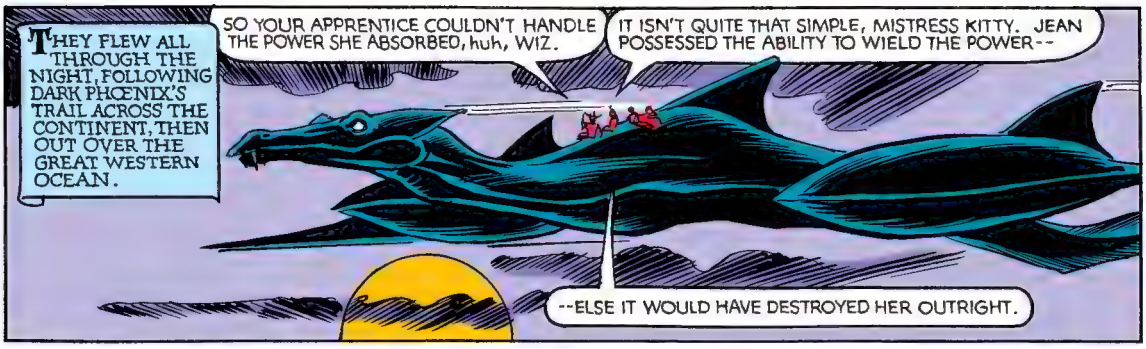
GET DOWN, PRINCE CYCLOPS! I WILL PROTECT--
AHHRR!
COLOSSUS!


I AM NOT HARMED, KATYA, THOUGH THE STARBOLT STAGGERED ME.
NEXT TIME, TIN MAN, IT WILL REDUCE YOU TO MELTED SLAG!
THERE WILL BE NO "NEXT TIME," MY LADY. YOUR REIGN OF TERROR IS ENDED!

NO!


IN THE BLINK OF AN EYE, BEFORE THE WIZARD CAN CAST HIS ENCHANTMENT, SHE WAS GONE, LEAVING UTTER DEVASTATION IN HER WAKE.
THIS ROUND GOES TO YOU, OLD MAN. BUT AS SURELY AS THE SUN SPINS THROUGH THE HEAVENS -- THERE WILL BE A RECKONING!
INDEED THERE WILL, MY CHILD. FOR ALTHOUGH IT MAY COST MY LIFE, I WILL PERSEVERE.
WHAT'S THAT, WIZ?
JEAN'S SOUL, HER TRUE SELF. THIS CRYSTAL IS THE ONLY WEAPON CAPABLE OF DESTROYING DARK PHOENIX.
BUT, ALAS...
...WITH ALL THESE VESSALS SUNK, I MAY NEVER GET CLOSE ENOUGH TO USE IT.
LEAVE THAT TO ME.
PIRATE KITTY GESTURED, AND SUMMONED...
...BUT NOTHING HAPPENED.
THIS IS GONNA BE HARDER THAN I THOUGHT.
Hmmmmn...
WHAT IS SHE DOING? IS THE CHILD A SORCERESS?!
SOMETHING LIKE THAT. JUST WATCH. YOU'LL SEE.
SHUSH, YOU TWO. I'M CONCENTRATING!
THAT MAY BE THE CASE, BUT I GET THE FEELING SOMEONE IS NOT LISTENING.
I GET THE FEELING...
...THAT IF "SOMEONE" KEEPS THIS UP...
...HE'S GONNA REGRET HE WAS EVER HATCHED.
FUHWEEET!

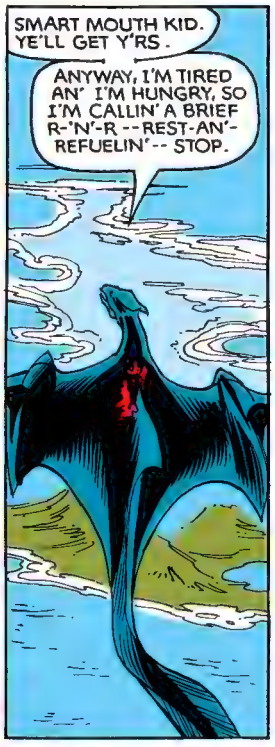

ABOUT FLIPPIN' TIME! WHERE YOU BEEN, YOU BIG GALOOT?!
GOODNESS!
WHERE D'YE THINK, DARLIN'? DOWN WHERE IT'S SAFE!
WELL, STRETCH YOUR WINGS, LOCKHEED. I'VE GOT US A MISSION.
WHAT D'YE MEAN "US," COLEEEN? IF YE'VE TAKEN A JOB, THAT'S YOUR PROBLEM. I WANT NO PART OF IT. I AM RETIRED.
THE HECK YOU ARE! YOU CAN'T RUN OUT ON ME NOW!
WATCH ME. I'M THE LAST O' ME KIND, DARLIN'. AN' EVERY TIME YE ASK ME HELP, I'M THE ONE THAT SUFFERS F'R IT! ONLY LAST YULETIDE -- WHEN YE SCRAPPED WITH THAT DEMON -- I WAS NEARLY TORN T' PIECES...
... NOT T' MENTION BARBECUED IN ME OWN CAVE!
HE WAS TRYING TO KILL ME!
THAT'S NO EXCUSE.
LISTEN, LUMMOX, IF YOU THINK YOU'RE GONNA EMBARRASS ME IN FRONT OF COLOSSUS' AN' EVERYBODY--!
THE DISCUSSION WAS FIERCE AND TO THE POINT, THE OUTCOME NEVER TRULY IN DOUBT...
... AS PIRATE KITTY'S ELOQUENCE -- AND WELL-REASONED ARGUMENTS -- FINALLY SWAYED THE GIANT DRAGON.
WHAT'S UP, ELF?
QUIET, WOLVERINE. DON'T LET KITTY HEAR YOU.
WHY?
WHISPER, BLAST IT! SHE'S TELLING ILLYANA A BEDTIME STORY, AND IT IS MAGNIFICENT!
LISTEN, AND JUDGE FOR YOURSELF.
IT BETTER BE GOOD, FUZZY, 'CAUSE I FEEL PRETTY SILLY STANDIN' HERE -- AND I DON'T LIKE TO FEEL SILLY.
eeeeeeep

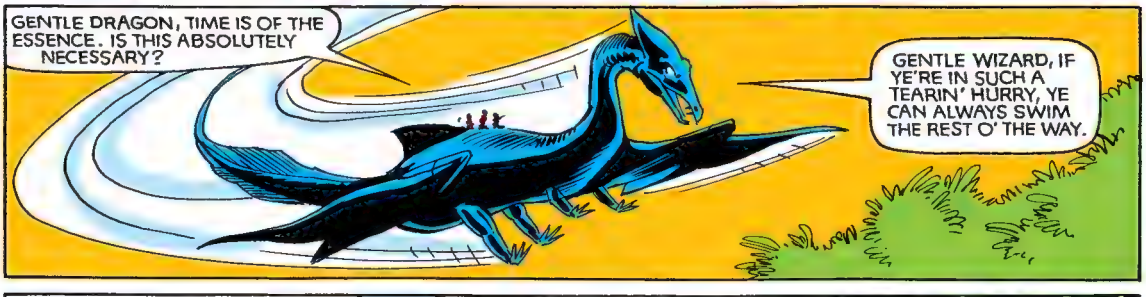

THEY FLEW ALL THROUGH THE NIGHT, FOLLOWING DARK PHOENIX'S TRAIL ACROSS THE CONTINENT, THEN OUT OVER THE GREAT WESTERN OCEAN.
SO YOUR APPRENTICE COULDN'T HANDLE THE POWER SHE ABSORBED, huh, WIZ.
IT ISN'T QUITE THAT SIMPLE, MISTRESS KITTY. JEAN POSSESSED THE ABILITY TO WIELD THE POWER--
--ELSE IT WOULD HAVE DESTROYED HER OUTRIGHT.

BUT TO ALL THINGS-- ALL CREATURES-- ARE THEIR PROPER SEASONS. THE PHOENIX-FORCE IS MEANT TO BE USED BY AN... ADULT. ON THAT COSMIC SCALE, *HOMO SAPIENS* AS A RACE IS NO MORE THAN AN INFANT.
AS WELL, THERE EXISTS WITHIN EVERYONE A ***DARK SIDE***, TO BALANCE AND GIVE MEANING TO THE LIGHT.
BECAUSE JEAN LACKED THE "COSMIC *AWARENESS*", THE MATURITY OF SELF...

...TO PROPERLY CONTAIN THE PHOENIX-FORCE, IT DISRUPTED THE BALANCE WITHIN HER SOUL, AND THE DARK SIDE GAINED ASCENDANCY.
THAT ESSENTIAL BALANCE MUST BE RESTORED. I ONLY PRAY THAT WE ARE NOT ALREADY TOO LATE, THAT HER TRANSFORMATION IS NOT IRREVERSIBLE.

I HATE LIKE TH' DICKENS TO INTERRUPT Y'R COLLOQUY...
I'LL BET YOU DO.


SMART MOUTH KID. YE'LL GET Y'RS.
ANYWAY, I'M TIRED AN' I'M HUNGRY, SO I'M CALLIN' A BRIEF R-'N'-R --REST-AN'-REFUELIN'-- STOP.

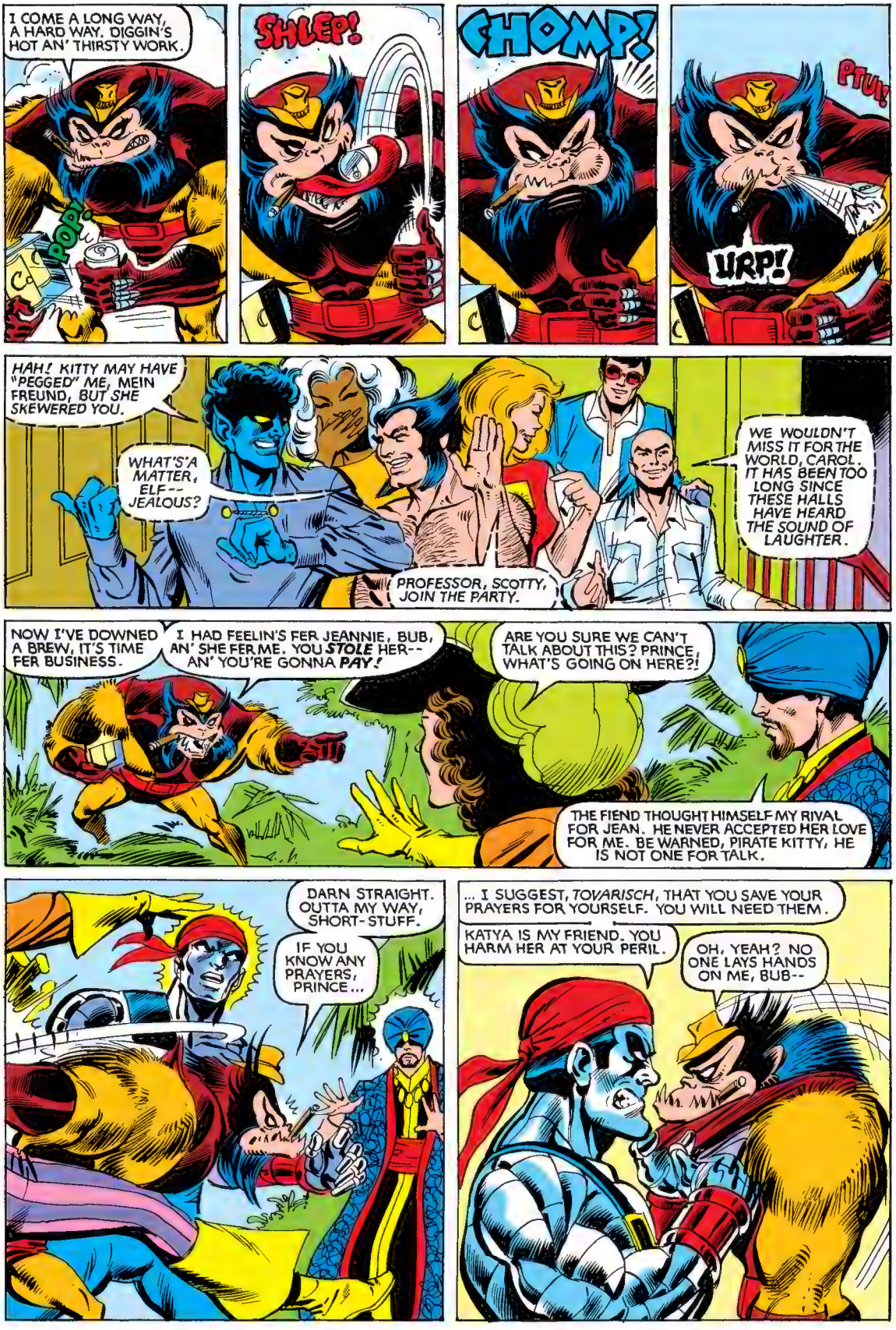

GENTLE DRAGON, TIME IS OF THE ESSENCE. IS THIS ABSOLUTELY NECESSARY?
GENTLE WIZARD, IF YE'RE IN SUCH A TEARIN' HURRY, YE CAN ALWAYS SWIM THE REST O' THE WAY.

LOCKHEED'S GONE HUNTING, KITTY, AND I'M GOING EXPLORING. WANT TO COME?
THANKS, COLOSSUS, BUT I FEEL PRETTY BUSHED. I'M GONNA CATCH SOME "Z'S".
BIGTHINGS!
HUSH, PIN!! THEY'LL HEAR YOU!
THEY'RE LEAVING THE GIRL ALONE! GREAT!!

MINUTES LATER, KITTY WAS ENJOYING A NIFTY--AND VERY NAUGHTY-- DREAM WHEN SOMETHING PLOPPED OUT OF NOWHERE ONTO HER STOMACH.
Hmnh...? WHUZZAT...?
HUH!?!
WHAT THE HECK ARE YOU?!?
I'M A BAMF! AND YOU'RE A GIRL!
WANT TO MAKE BEAUTIFUL MUSIC TOGETHER, LEIBCHEN?
I'M NO GIRL. I'M A PIRATE. AND I'M DREAMING. THIS IS TOO RIDICULOUS TO BE REAL.
Humph! PRETTY SMART TALK--
--FROM A LADY WHO RIDES A DRAGON!
BAMF
HEY!!
Ach, I DON'T KNOW WHETHER TO DIE OF EMBARRASSMENT, OR STRANGLE KITTY.
GRIN AN' BEAR IT, BUB. I THINK SHE PEGGED YOU JUST RIGHT.
'RORO, CAROL, TAKE A PEW AN' LISTEN-UP. KITTY'S SPINNIN' THE SWEETEST YARN SINCE "CASABLANCA."
PHEW! WHAT A STINK! WHERE'D YOU GO, FELLA? AND WHY'D YOU COME BACK?
OH, WE CAN TELEPORT. IT'S EASY, AND FUN! I CAME BACK BECAUSE I'M IN LOVE.
WITH YOU!
Sigh.
YIKES!!
GIRL!
WHERE?!
MINE!
I SAW HER FIRST!
TOUGH!

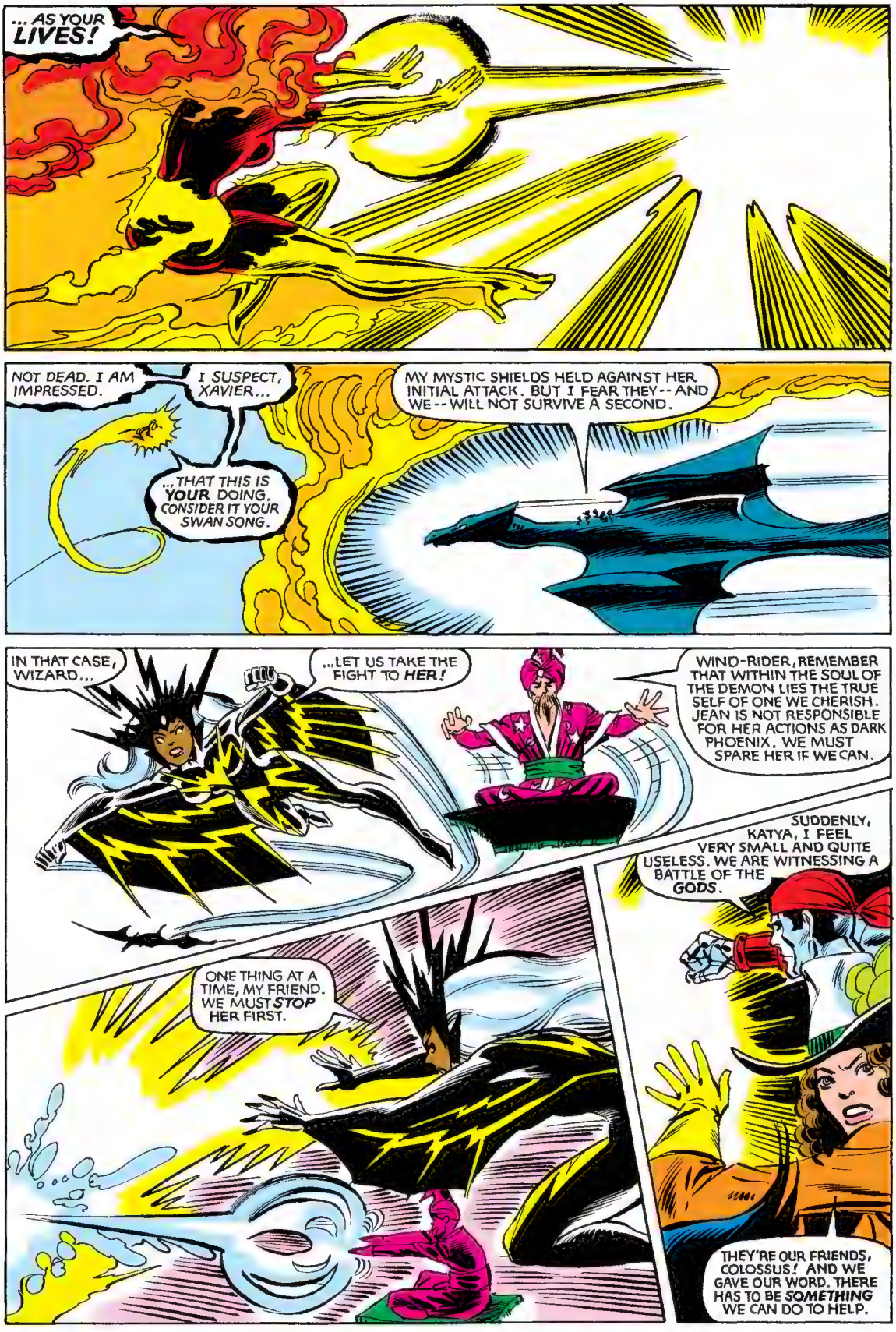
BEAT IT, BOZOS!
RUN!
BAMF
SPOIL-SPORT!
GEE, HE'S CUTE WHEN HE'S MAD!
THANK YOU, BAMF, FOR SAVING ME FROM YOUR BASIC FATE WORSE THAN DEATH.
ANYTIME, GORGEOUS. DO I GET A KISS AS A REWARD?
Ahem!
COLOSSUS, WHERE ARE YOU WHEN I REALLY NEED YOU???
AT THAT MOMENT, HE WAS A FEW MILES DOWN THE BEACH, ENJOYING THE SOLITUDE AND SILENCE OF THE ISLAND.
Ah, KATYA, IF YOU COULD ONLY SEE THIS PLACE--AND THE WORLD--AS I DO.
THE NATURAL BEAUTY HERE STAGGERS MY SENSES. BUT I AM A CHILD OF THE COUNTRY, OF THE LAND.
KITTY IS OF THE CITY. THE OPEN SPACES THAT I LOVE WOULD BORE HER SILLY.
WHAT IS THAT--A BOTTLE?!
OPAQUE BLACK CRYSTAL. I CAN'T SEE INSIDE. THE WORKMANSHIP IS MAGNIFICENT. I'VE SEEN NOTHING LIKE IT.
I WONDER IF THERE IS A MESSAGE INSIDE...
... OR BETTER YET--HAH--A...
...GENIE...
BY THE WHITE WOLF!
FREE!!
GODS OF THE EARTH AND AIR--
--THY DAUGHTER WHOM THE EVIL ONE IMPRISONED IS HELD NO LONGER!

I AM WIND-RIDER.
FOR LIBERATING ME, STRANGER, THOU HAST MINE ETERNAL GRATITUDE. ASK THY HEART'S DESIRE AND IT SHALL BE THINE.
HOW ART THOU CALLED?
I AM COLOSSUS. YOU, ah, SPOKE OF AN "EVIL ONE?"
AYE. IN HAPPIER TIMES, SHE WAS MY DEAREST FRIEND. SHE USED THAT BOND TO CATCH ME UNAWARES. AND THOUGH SHE FOUND SHE COULD NOT SLAY ME, SHE DID FAR WORSE ...
...BY SEALING ME IN THE DARKNESS OF THAT JUG.
DARK PHOENIX HAS MUCH TO ANSWER FOR WHEN NEXT WE MEET.
MY COMRADES AND I ALSO SEEK THE PHOENIX. WE WOULD BE HONORED IF YOU WOULD JOIN US.
LEAD ON, NOBLE PALADIN. I SHALL FOLLOW.
AND SO...
BAMF ITTY BAMF BAMF BAMF
FINK!
I WON'T SAY IT AGAIN, CREEPS--
--SCRAM!
ARE YOU REALLY A GODDESS, WIND-RIDER?
EXCUSE ME, EVERYONE--
... BUT I BELIEVE WE HAVE A VISITOR.
COLOSSUS, ARMOR UP! THE REST OF YOU, SPREAD OUT! THIS COULD BE TROUBLE.
SWEET YOUNG THING--THAT AIN'T THE HALF OF IT.
WHO--WHAT THE HECK ARE YOU?!?
I'M--
MEAN!!

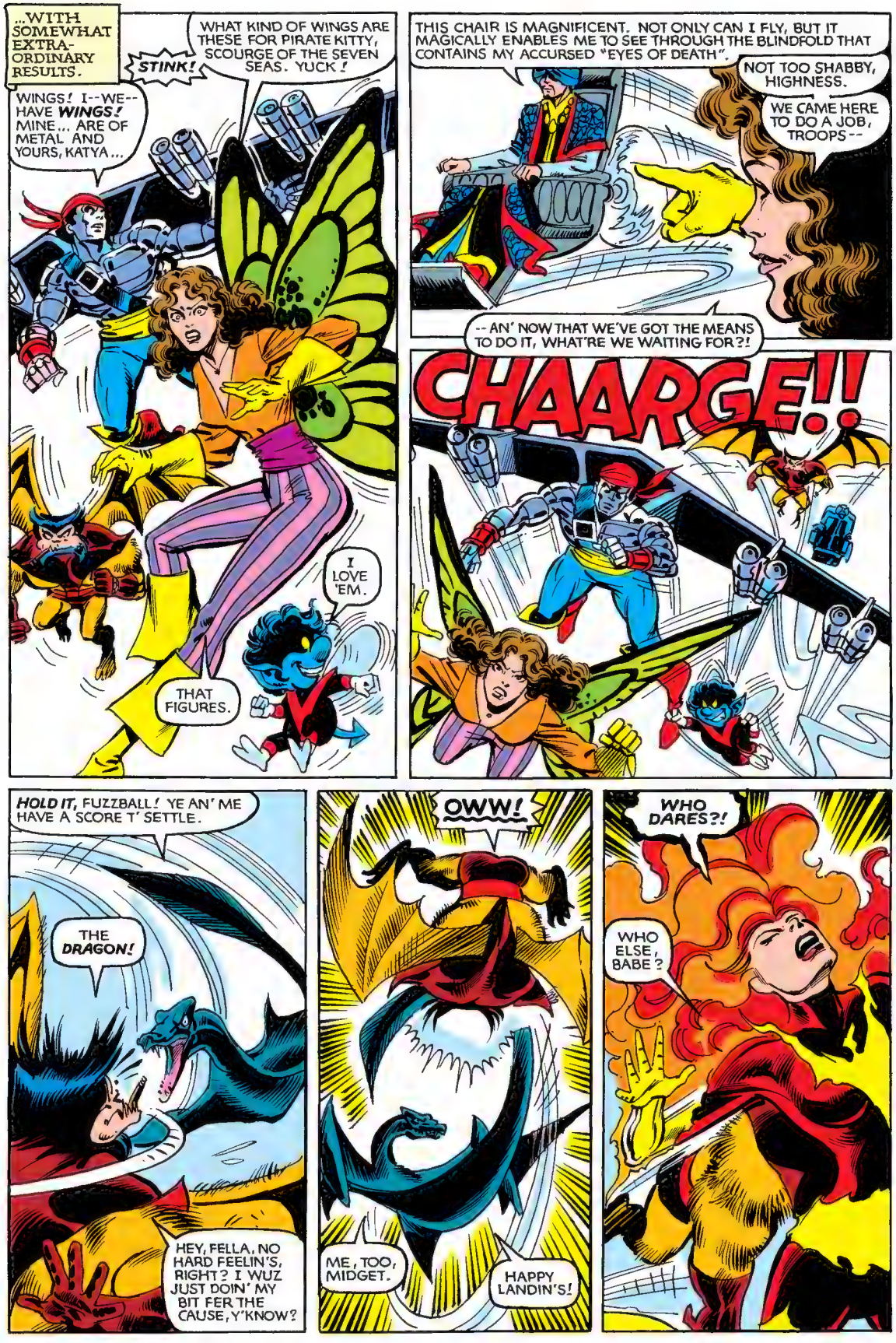

I COME A LONG WAY, A HARD WAY. DIGGIN'S HOT AN' THIRSTY WORK.
POP!
SHLEP!
CHOMP!
PTUI!
URP!
HAH! KITTY MAY HAVE "PEGGED" ME, MEIN FREUND, BUT SHE SKEWERED YOU.
WHAT'S'A MATTER, ELF-- JEALOUS?
PROFESSOR, SCOTTY, JOIN THE PARTY.
WE WOULDN'T MISS IT FOR THE WORLD, CAROL. IT HAS BEEN TOO LONG SINCE THESE HALLS HAVE HEARD THE SOUND OF LAUGHTER.
NOW I'VE DOWNED A BREW, IT'S TIME FER BUSINESS.
I HAD FEELIN'S FER JEANNIE, BUB, AN' SHE FER ME. YOU STOLE HER-- AN' YOU'RE GONNA PAY!
ARE YOU SURE WE CAN'T TALK ABOUT THIS? PRINCE, WHAT'S GOING ON HERE?!
THE FIEND THOUGHT HIMSELF MY RIVAL FOR JEAN. HE NEVER ACCEPTED HER LOVE FOR ME. BE WARNED, PIRATE KITTY, HE IS NOT ONE FOR TALK.
DARN STRAIGHT. OUTTA MY WAY, SHORT-STUFF.
IF YOU KNOW ANY PRAYERS, PRINCE...
... I SUGGEST, TOVARISCH, THAT YOU SAVE YOUR PRAYERS FOR YOURSELF. YOU WILL NEED THEM.
KATYA IS MY FRIEND. YOU HARM HER AT YOUR PERIL.
OH, YEAH? NO ONE LAYS HANDS ON ME, BUB--

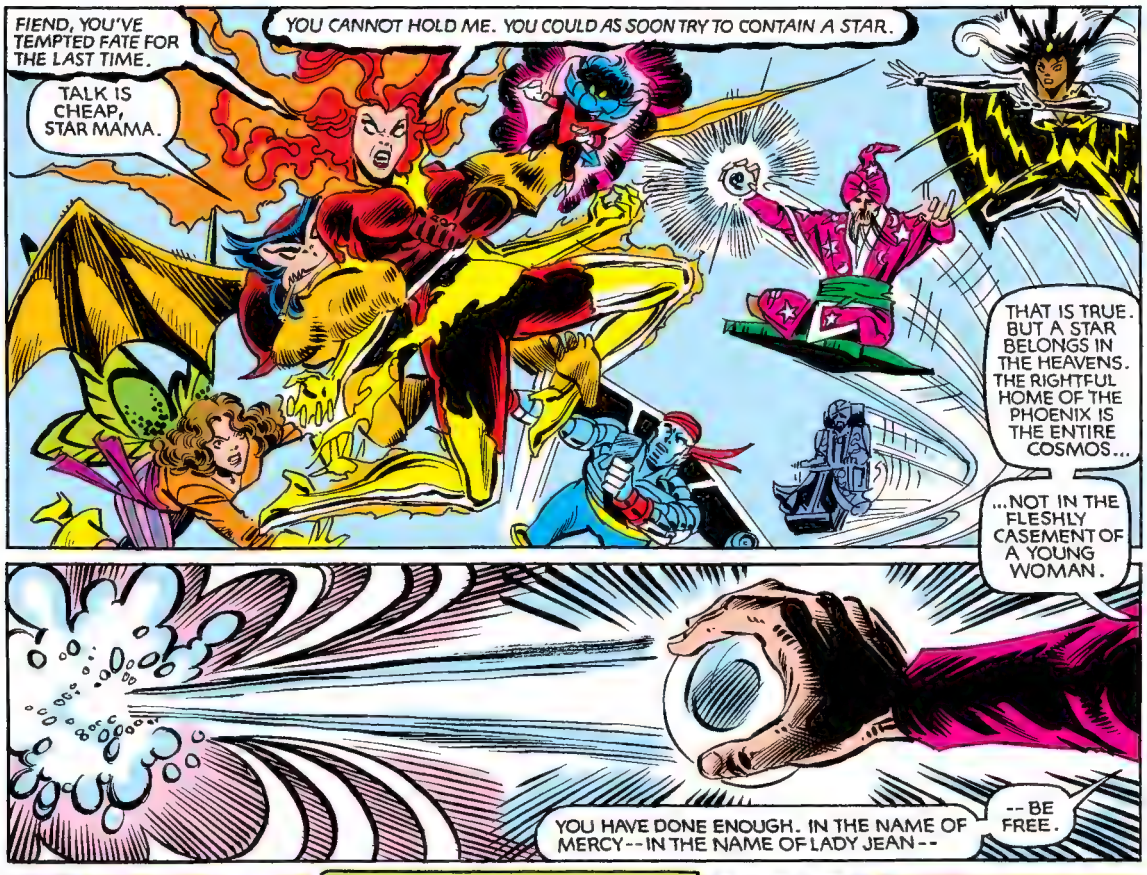
--AN' LIVES TA TELL TH' TALE!
SNIKT!
WHOOP-DE-DOO! JUST WHAT I'VE BEEN LOOKIN' F'R--
--DESSERT!
EEEEYOW!
DO YOU MIND?!!
C'MON, DARLIN', INDULGE ME. PLEASE. HE LOOKS SOOOO TASTY.
BEHAVE YOURSELF, LOCKHEED!
AND THAT GOES TRIPLE FOR YOU, FUZZY. OR ELSE.
ACCOMPANIED NOW BY THE "FIEND-WITH-NO-NAME" AND THE GENIE...
KATYA...
YES, COLOSSUS?
... ASSUMING WE ARE PROCEEDING IN THE RIGHT DIRECTION, AND THAT WE EVENTUALLY FIND DARK PHOENIX, WHAT DO WE DO THEN?
... THE INTREPID BAND CONTINUED ON THEIR JOURNEY.

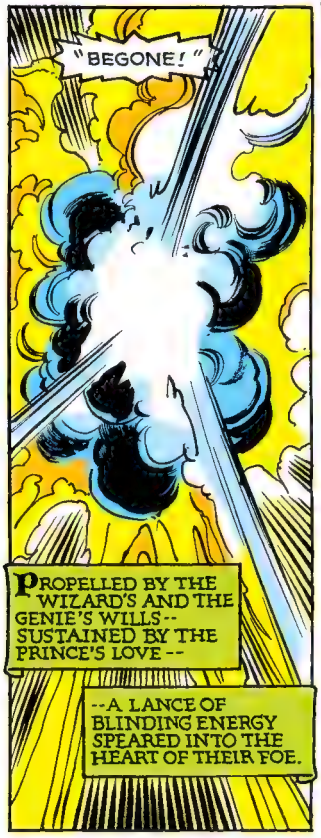
THINK FAST, CHILD.
WHO SAID THAT?!
THE SUN! ALL OF YOU-- LOOK AT THE SUN!
YOUR MOMENT OF TRUTH IS AT HAND.
HELP!
CAN ANY POWER EVER HOPE TO RIVAL HERS? OR STOP HER?
PERHAPS NOT, COLOSSUS. BUT WE MUST AT LEAST TRY.
GEE, I HOPE SHE'S FRIENDLY.
HOPE SPRINGS ETERNAL, LITTLE ONE-- ESPECIALLY IN THE MOST HOPELESS OF SITUATIONS.
JEANNIE??? WOW!!
HOW BRAVE YOU ALL APPEAR. A PITY I CAN SEE PAST THAT FACADE, TO SENSE THE TERROR IN YOUR HEARTS. BUT DO NOT DESPAIR.
THAT SOUL-SHRIVELING, MIND-NUMBING FEAR WILL BE AS FLEETING...


...AS YOUR LIVES!
NOT DEAD. I AM IMPRESSED.
I SUSPECT, XAVIER...
...THAT THIS IS YOUR DOING. CONSIDER IT YOUR SWAN SONG.
MY MYSTIC SHIELDS HELD AGAINST HER INITIAL ATTACK. BUT I FEAR THEY -- AND WE -- WILL NOT SURVIVE A SECOND.
IN THAT CASE, WIZARD...
...LET US TAKE THE FIGHT TO HER!
WIND-RIDER, REMEMBER THAT WITHIN THE SOUL OF THE DEMON LIES THE TRUE SELF OF ONE WE CHERISH. JEAN IS NOT RESPONSIBLE FOR HER ACTIONS AS DARK PHOENIX. WE MUST SPARE HER IF WE CAN.
ONE THING AT A TIME, MY FRIEND. WE MUST STOP HER FIRST.
SUDDENLY, KATYA, I FEEL VERY SMALL AND QUITE USELESS. WE ARE WITNESSING A BATTLE OF THE GODS.
THEY'RE OUR FRIENDS, COLOSSUS! AND WE GAVE OUR WORD. THERE HAS TO BE SOMETHING WE CAN DO TO HELP.

LOCKHEED, MOVE IN CLOSE AN' ZAP PHOENIX WITH A SHOT OF DRAGONFLAME!
YE'RE DAFT, COLLEEN. ALL THAT'LL DO IS MAKE HER MAD AT ME.
KEEP THIS UP, BUSTER, AN' YOU'LL MAKE ME MAD AT YOU.
I CAN LIVE WITH THAT, DARLIN'.
RELAX, KIDDO.
SNIKT
I THINK I CAN GIVE THIS OVER-GROWN LIZARD ALL THE INCENTIVE HE NEEDS TA DO HIS DUTY.
Huh?
OH, NO! FIEND-- DON'T!
OOPS!
YOU DUMMY!
HE HATES THAT!
KITTY AND THE OTHERS--
--THEY'RE FALLING!
BUT I CAN EASILY SAVE THEM.
THE GENIE'S SPELL ENVELOPED KITTY AND HER COMPATRIOTS...
WHAT'S HAPPENING? I--I FEEL... FUNNY!

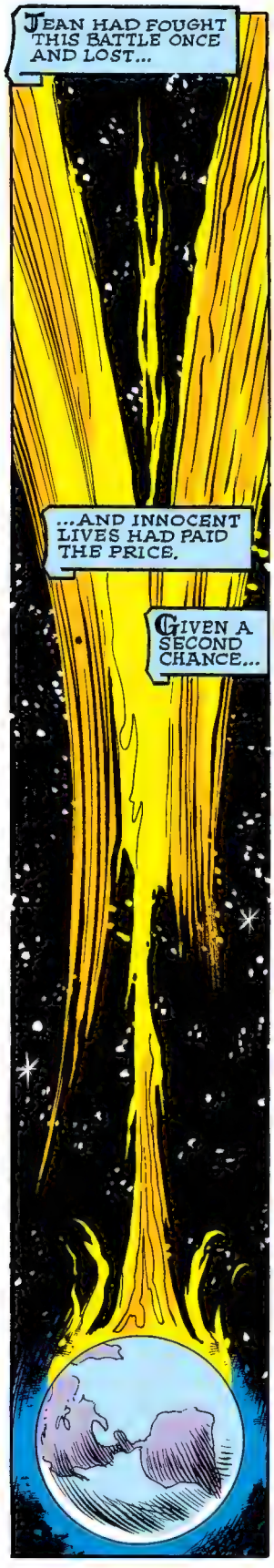

...WITH SOMEWHAT EXTRA-ORDINARY RESULTS.
WHAT KIND OF WINGS ARE THESE FOR PIRATE KITTY, SCOURGE OF THE SEVEN SEAS. YUCK!
STINK!
WINGS! I--WE--HAVE WINGS! MINE... ARE OF METAL AND YOURS, KATYA...
I LOVE 'EM.
THAT FIGURES.
THIS CHAIR IS MAGNIFICENT. NOT ONLY CAN I FLY, BUT IT MAGICALLY ENABLES ME TO SEE THROUGH THE BLINDFOLD THAT CONTAINS MY ACCURSED "EYES OF DEATH".
NOT TOO SHABBY, HIGHNESS.
WE CAME HERE TO DO A JOB, TROOPS--
-- AN' NOW THAT WE'VE GOT THE MEANS TO DO IT, WHAT'RE WE WAITING FOR?!
CHAARGE!!
HOLD IT, FUZZBALL! YE AN' ME HAVE A SCORE T' SETTLE.
THE DRAGON!
HEY, FELLA, NO HARD FEELIN'S, RIGHT? I WUZ JUST DOIN' MY BIT FER THE CAUSE, Y'KNOW?
OWW!
ME, TOO, MIDGET.
HAPPY LANDIN'S!
WHO DARES?!
WHO ELSE, BABE?

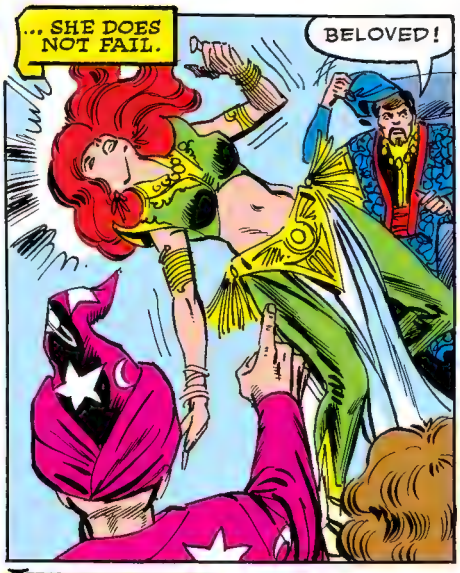

FIEND, YOU'VE TEMPTED FATE FOR THE LAST TIME.
TALK IS CHEAP, STAR MAMA.
YOU CANNOT HOLD ME. YOU COULD AS SOON TRY TO CONTAIN A STAR.
THAT IS TRUE. BUT A STAR BELONGS IN THE HEAVENS. THE RIGHTFUL HOME OF THE PHOENIX IS THE ENTIRE COSMOS...
...NOT IN THE FLESHLY CASEMENT OF A YOUNG WOMAN.
YOU HAVE DONE ENOUGH. IN THE NAME OF MERCY--IN THE NAME OF LADY JEAN--
--BE FREE.


"BEGONE!"
PROPELLED BY THE WIZARD'S AND THE GENIE'S WILLS--SUSTAINED BY THE PRINCE'S LOVE--
--A LANCE OF BLINDING ENERGY SPEARED INTO THE HEART OF THEIR FOE.

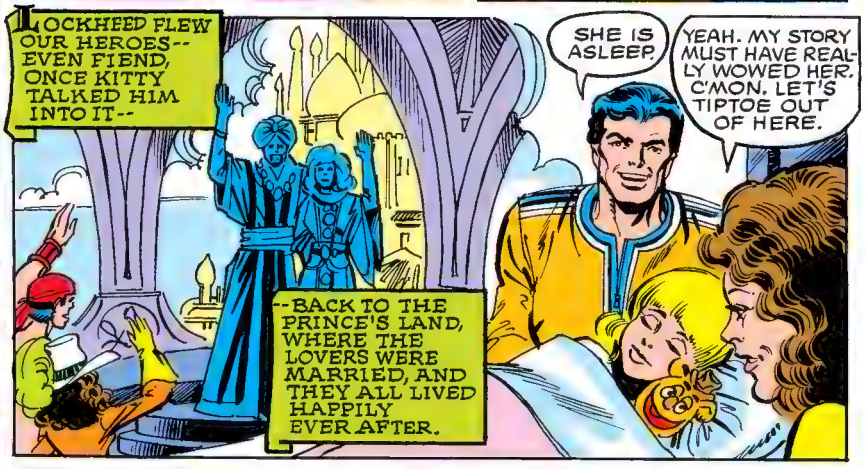
THE WOMAN DISAPPEARED, TRANSFORMED INTO ITS TRUE SELF--
--A HUGE, MAJESTIC FIREBIRD.
AND BATTLING IT, THE SOUL-SELF OF THE WOMAN IT HAD POSSESSED.

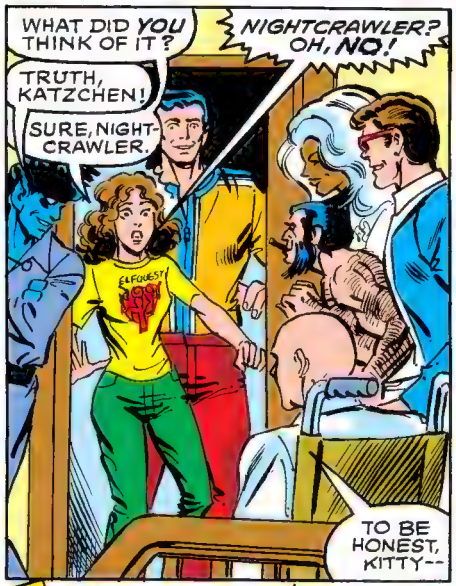
THE COMBATANTS--INDEED THE ENTIRE WORLD--WATCHED IN AWE AND TERROR...
...AS A FORCE THAT WAS AS OLD AS TIME, AS PRIMAL AS EXISTENCE OF SELF, BATTLED A POWER THAT WOULD NOT BE DENIED.





MY EYES! WHEN THE PHOENIX LEFT YOU, THE CURSE ON THEM WAS LIFTED. MY LADY... JEAN... ARE YOU...?
ALIVE, LION OF MY HEART? AYE.
AND VERY, VERY WELL.


LOCKHEED FLEW OUR HEROES-- EVEN FIEND, ONCE KITTY TALKED HIM INTO IT--
--BACK TO THE PRINCE'S LAND, WHERE THE LOVERS WERE MARRIED, AND THEY ALL LIVED HAPPILY EVER AFTER.
SHE IS ASLEEP.
YEAH. MY STORY MUST HAVE REALLY WOWED HER. C'MON. LET'S TIPTOE OUT OF HERE.



THERE ARE MYRIAD DIMENSIONS, AN INFINITE NUMBER OF ALTERNATE REALITIES. SOMEWHERE, SOMEHOW, SCOTT KNOWS, THE LOVERS DID, INDEED, LIVE HAPPILY EVER AFTER. AND FOR THAT, HE IS CONTENT.

NEXT **REUNION** WITH THE **STARJAMMERS!**

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DAVE COCKRUM, BOB WIACEK AND JOSEF RUBINSTEIN ARTISTS
JOE ROSEN LETTERER * D. WARFIELD COLORIST
LOUISE JONES * EDITOR
JIM SHOOTER EDITOR-IN-CHIEF
REUNION
FOR OVER AN HOUR, CYCLOPS AND STORM--PAST AND PRESENT LEADERS OF THE UNCANNY X-MEN, THAT OUTLAW TEAM OF MUTANT SUPER HEROES--HAVE BEEN PLAYING THEIR OWN UNIQUE VERSION OF HANDBALL IN THE GYMNASIUM OF THE VENERABLE SUBURBAN NEW YORK MANSION THAT ONCE SERVED AS THE X-MEN'S SECRET HEADQUARTERS.
MY POINT!
TO THEM, THIS IS A QUIET ENDING TO A QUIET DAY--A RARE, WELCOME CHANGE OF PACE IN THEIR HECTIC, HELTER-SKELTER LIVES.
BOTH ARE BLISSFULLY UNAWARE THAT THIS IS MERELY THE CALM BEFORE THE TEMPEST.

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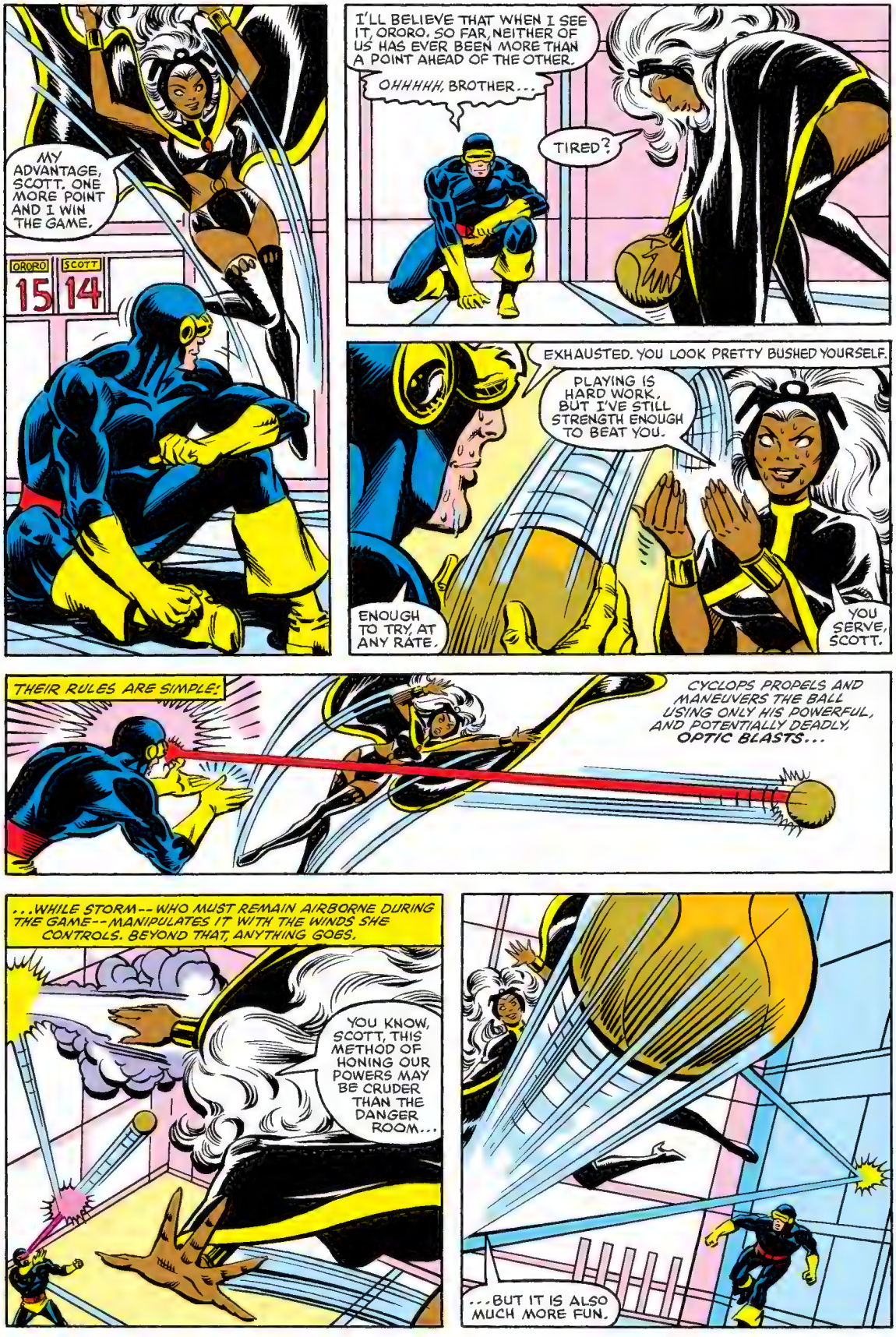
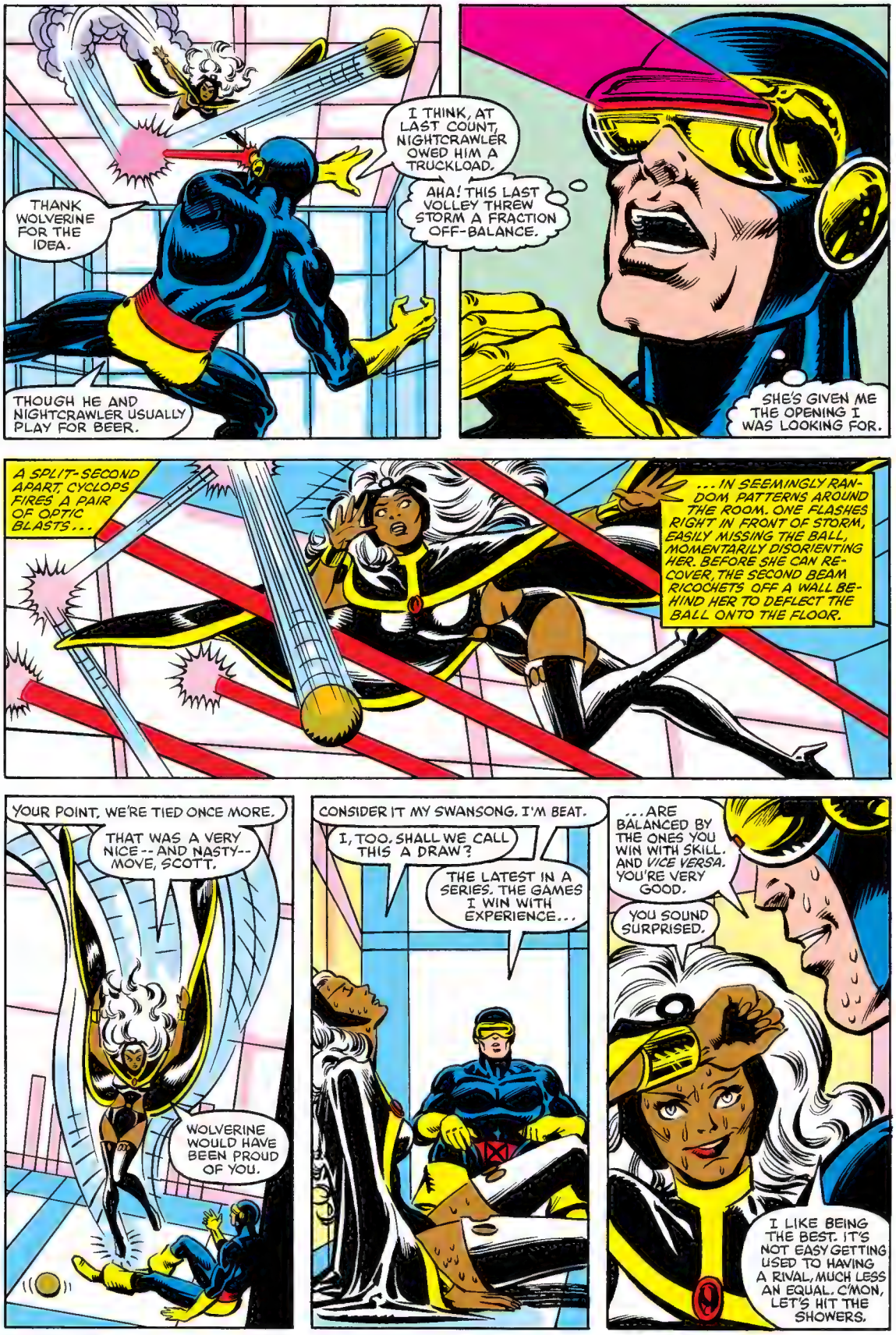
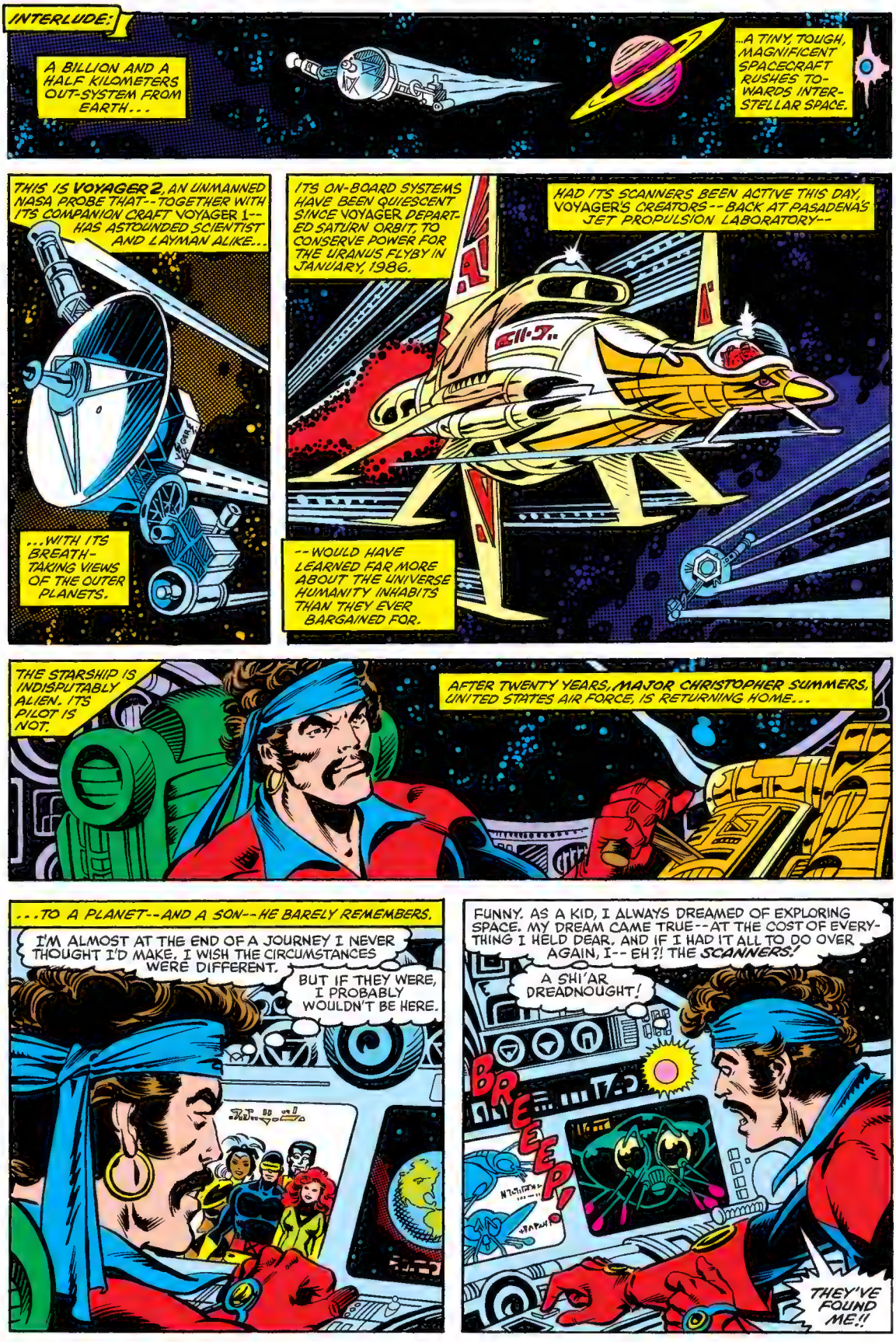
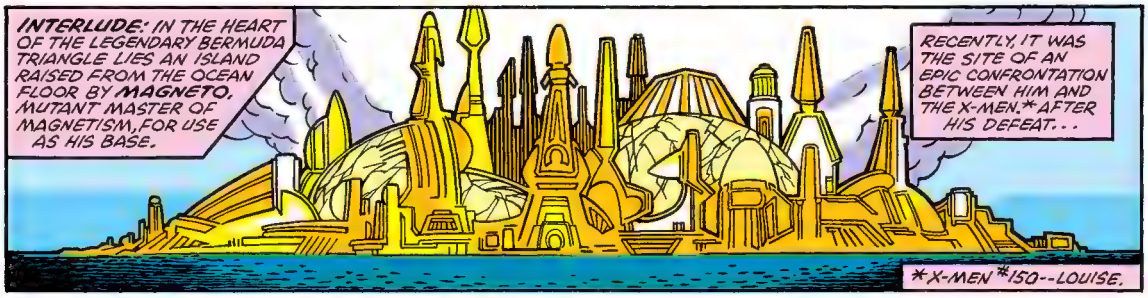
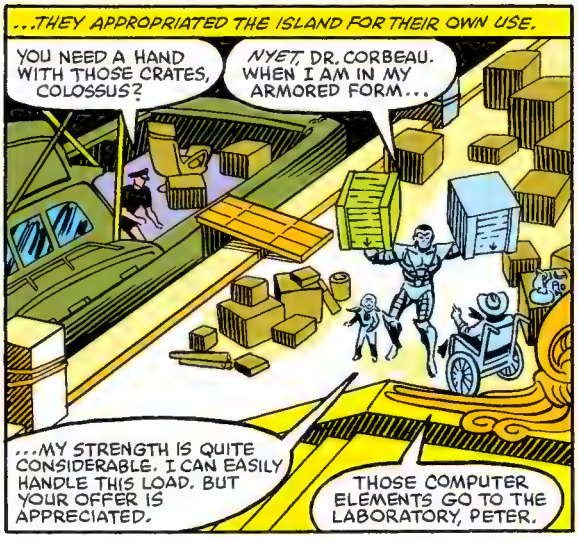
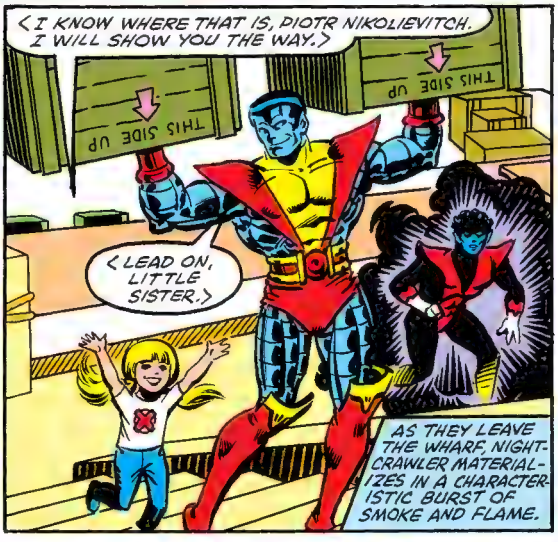

MY ADVANTAGE, SCOTT. ONE MORE POINT AND I WIN THE GAME.
ORORO
SCOTT
15
14
I'LL BELIEVE THAT WHEN I SEE IT, ORORO. SO FAR, NEITHER OF US HAS EVER BEEN MORE THAN A POINT AHEAD OF THE OTHER.
OHHHHH, BROTHER...
TIRED?
EXHAUSTED. YOU LOOK PRETTY BUSHED YOURSELF.
PLAYING IS HARD WORK. BUT I'VE STILL STRENGTH ENOUGH TO BEAT YOU.
ENOUGH TO TRY, AT ANY RATE.
YOU SERVE, SCOTT.
THEIR RULES ARE SIMPLE:
CYCLOPS PROPELS AND MANEUVERS THE BALL USING ONLY HIS POWERFUL, AND POTENTIALLY DEADLY, OPTIC BLASTS...
...WHILE STORM--WHO MUST REMAIN AIRBORNE DURING THE GAME--MANIPULATES IT WITH THE WINDS SHE CONTROLS. BEYOND THAT, ANYTHING GOES.
YOU KNOW, SCOTT, THIS METHOD OF HONING OUR POWERS MAY BE CRUDER THAN THE DANGER ROOM...
...BUT IT IS ALSO MUCH MORE FUN.

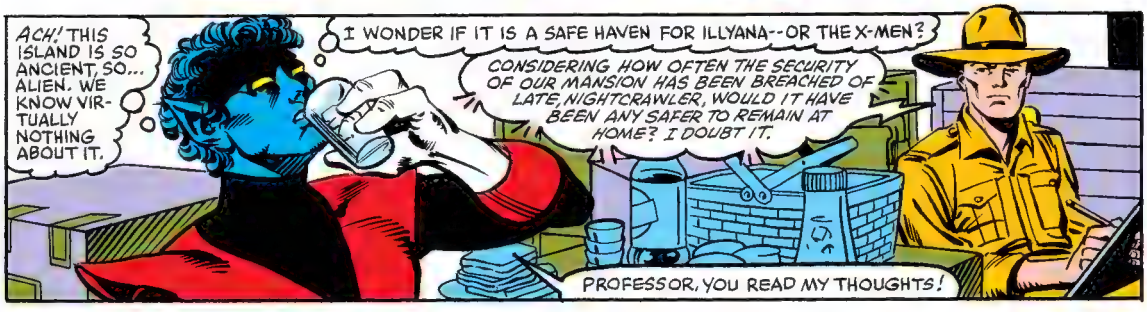

THANK WOLVERINE FOR THE IDEA.
I THINK, AT LAST COUNT, NIGHTCRAWLER OWED HIM A TRUCKLOAD.
AHA! THIS LAST VOLLEY THREW STORM A FRACTION OFF-BALANCE.
THOUGH HE AND NIGHTCRAWLER USUALLY PLAY FOR BEER.
SHE'S GIVEN ME THE OPENING I WAS LOOKING FOR.
A SPLIT-SECOND APART, CYCLOPS FIRES A PAIR OF OPTIC BLASTS...
...IN SEEMINGLY RANDOM PATTERNS AROUND THE ROOM. ONE FLASHES RIGHT IN FRONT OF STORM, EASILY MISSING THE BALL, MOMENTARILY DISORIENTING HER. BEFORE SHE CAN RECOVER, THE SECOND BEAM RICOCHETS OFF A WALL BEHIND HER TO DEFLECT THE BALL ONTO THE FLOOR.
YOUR POINT, WE'RE TIED ONCE MORE.
THAT WAS A VERY NICE -- AND NASTY -- MOVE, SCOTT.
WOLVERINE WOULD HAVE BEEN PROUD OF YOU.
CONSIDER IT MY SWANSONG. I'M BEAT.
I, TOO. SHALL WE CALL THIS A DRAW?
THE LATEST IN A SERIES. THE GAMES I WIN WITH EXPERIENCE...
...ARE BALANCED BY THE ONES YOU WIN WITH SKILL. AND *VICE VERSA*. YOU'RE VERY GOOD.
YOU SOUND SURPRISED.
I LIKE BEING THE BEST. IT'S NOT EASY GETTING USED TO HAVING A RIVAL, MUCH LESS AN EQUAL. C'MON, LET'S HIT THE SHOWERS.


INTERLUDE:
A BILLION AND A HALF KILOMETERS OUT-SYSTEM FROM EARTH...
...A TINY, TOUGH, MAGNIFICENT SPACECRAFT RUSHES TOWARDS INTERSTELLAR SPACE.
THIS IS VOYAGER 2, AN UNMANNED NASA PROBE THAT--TOGETHER WITH ITS COMPANION CRAFT VOYAGER 1--HAS ASTOUNDED SCIENTIST AND LAYMAN ALIKE...
...WITH ITS BREATH-TAKING VIEWS OF THE OUTER PLANETS.
ITS ON-BOARD SYSTEMS HAVE BEEN QUIESCENT SINCE VOYAGER DEPARTED SATURN ORBIT, TO CONSERVE POWER FOR THE URANUS FLYBY IN JANUARY, 1986.
--WOULD HAVE LEARNED FAR MORE ABOUT THE UNIVERSE HUMANITY INHABITS THAN THEY EVER BARGAINED FOR.
HAD ITS SCANNERS BEEN ACTIVE THIS DAY, VOYAGER'S CREATORS--BACK AT PASADENA'S JET PROPULSION LABORATORY--
THE STARSHIP IS INDISPUTABLY ALIEN. ITS PILOT IS NOT.
AFTER TWENTY YEARS, MAJOR CHRISTOPHER SUMMERS, UNITED STATES AIR FORCE, IS RETURNING HOME...
...TO A PLANET--AND A SON--HE BARELY REMEMBERS.
I'M ALMOST AT THE END OF A JOURNEY I NEVER THOUGHT I'D MAKE. I WISH THE CIRCUMSTANCES WERE DIFFERENT.
BUT IF THEY WERE, I PROBABLY WOULDN'T BE HERE.
FUNNY. AS A KID, I ALWAYS DREAMED OF EXPLORING SPACE. MY DREAM CAME TRUE--AT THE COST OF EVERYTHING I HELD DEAR. AND IF I HAD IT ALL TO DO OVER AGAIN, I-- EH?! THE SCANNERS!
A SHI'AR DREADNOUGHT!
BREEEEP!
THEY'VE FOUND ME!!

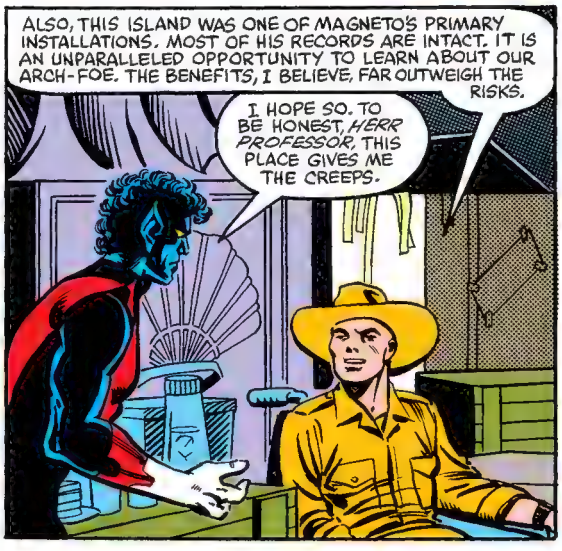

INTERLUDE: IN THE HEART OF THE LEGENDARY BERMUDA TRIANGLE LIES AN ISLAND RAISED FROM THE OCEAN FLOOR BY MAGNETO, MUTANT MASTER OF MAGNETISM, FOR USE AS HIS BASE.
RECENTLY, IT WAS THE SITE OF AN EPIC CONFRONTATION BETWEEN HIM AND THE X-MEN.* AFTER HIS DEFEAT...
*X-MEN #150--LOUISE.

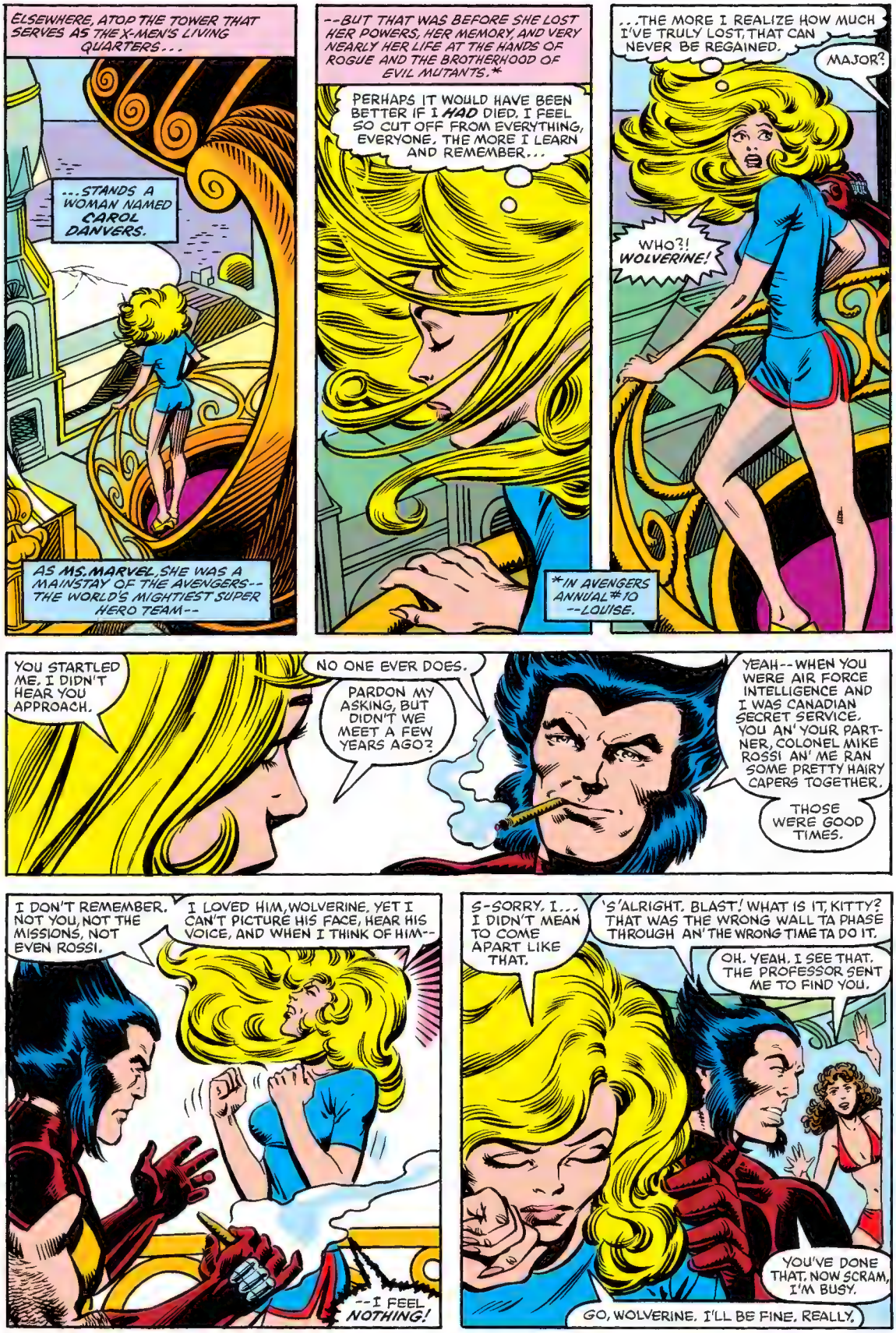

...THEY APPROPRIATED THE ISLAND FOR THEIR OWN USE.
YOU NEED A HAND WITH THOSE CRATES, COLOSSUS?
NYET, DR. CORBEAU. WHEN I AM IN MY ARMORED FORM...
...MY STRENGTH IS QUITE CONSIDERABLE. I CAN EASILY HANDLE THIS LOAD. BUT YOUR OFFER IS APPRECIATED.
THOSE COMPUTER ELEMENTS GO TO THE LABORATORY, PETER.

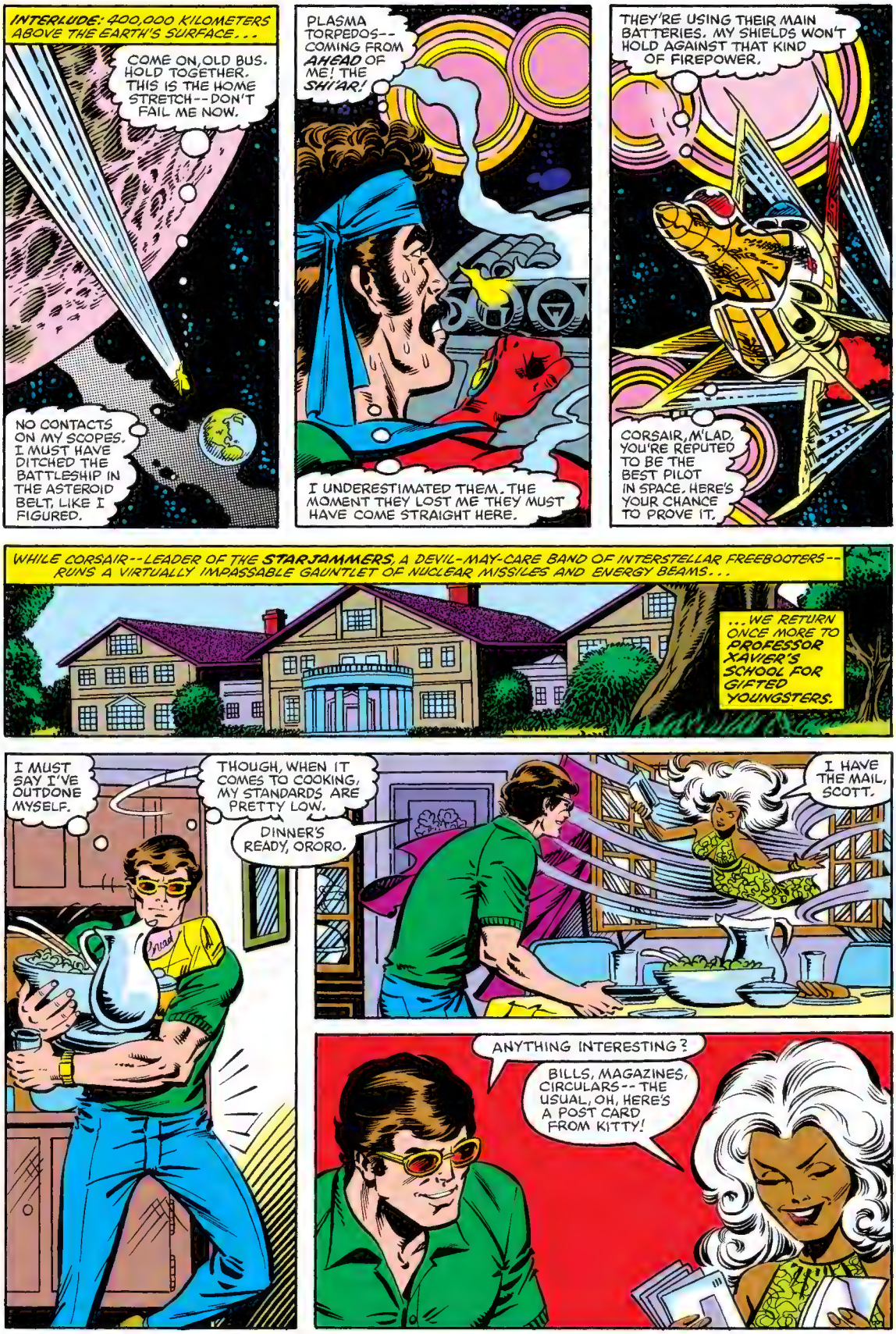

<I KNOW WHERE THAT IS, PIOTR NIKOLIEVITCH. I WILL SHOW YOU THE WAY.>
THIS SIDE UP
THIS SIDE UP
<LEAD ON, LITTLE SISTER.>
AS THEY LEAVE THE WHARF, NIGHTCRAWLER MATERIALIZES IN A CHARACTERISTIC BURST OF SMOKE AND FLAME.


ACH! THIS ISLAND IS SO ANCIENT, SO... ALIEN. WE KNOW VIRTUALLY NOTHING ABOUT IT.
I WONDER IF IT IS A SAFE HAVEN FOR ILLYANA--OR THE X-MEN?
CONSIDERING HOW OFTEN THE SECURITY OF OUR MANSION HAS BEEN BREACHED OF LATE, NIGHTCRAWLER, WOULD IT HAVE BEEN ANY SAFER TO REMAIN AT HOME? I DOUBT IT.
PROFESSOR, YOU READ MY THOUGHTS!

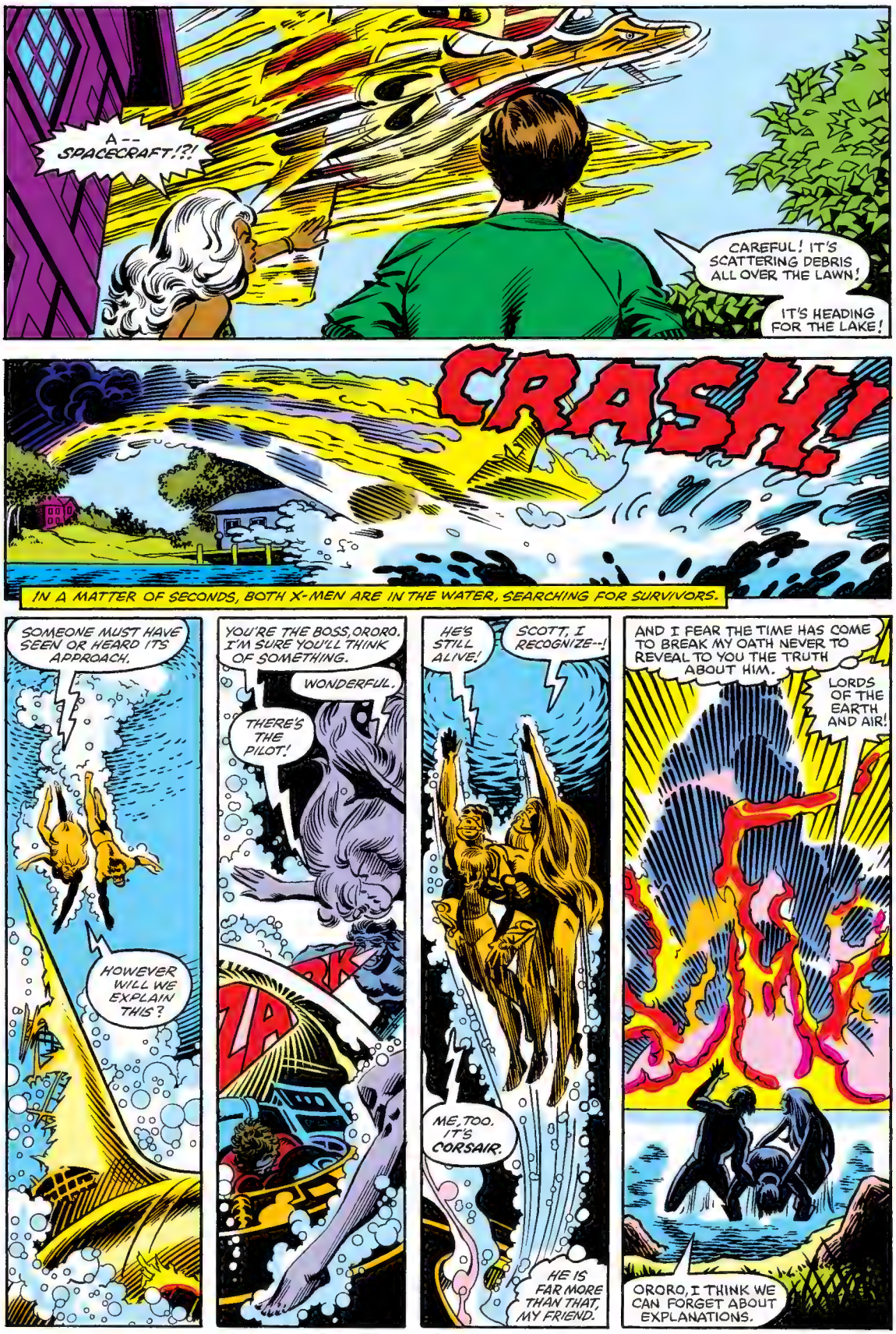
I APOLOGIZE, KURT. BUT THEY WERE SO OBVIOUS, AND SO STRONG, I COULDN'T HELP IT. YOU KNOW THERE'S A GROWING ANTI-MUTANT SENTIMENT IN THE STATES.
I FEAR-- FROM WHAT I'VE LEARNED RECENTLY-- THAT IT MAY HAVE OFFICIAL SANCTION. FOR THE MOMENT IT IS SIMPLY TOO DANGEROUS TO REMAIN IN WESTCHESTER.

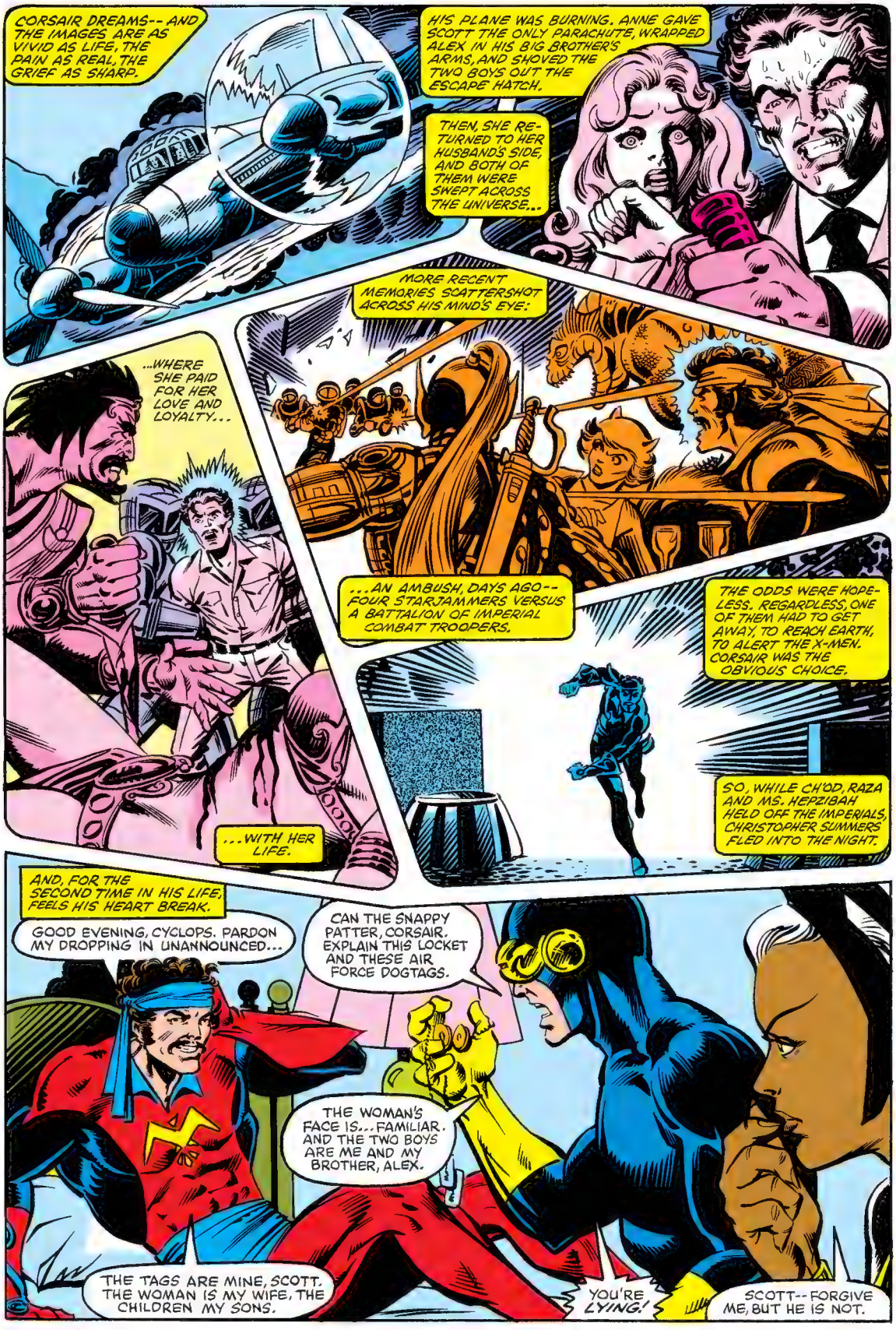

ALSO, THIS ISLAND WAS ONE OF MAGNETO'S PRIMARY INSTALLATIONS. MOST OF HIS RECORDS ARE INTACT. IT IS AN UNPARALLELED OPPORTUNITY TO LEARN ABOUT OUR ARCH-FOE. THE BENEFITS, I BELIEVE, FAR OUTWEIGH THE RISKS.
I HOPE SO. TO BE HONEST, HERR PROFESSOR, THIS PLACE GIVES ME THE CREEPS.

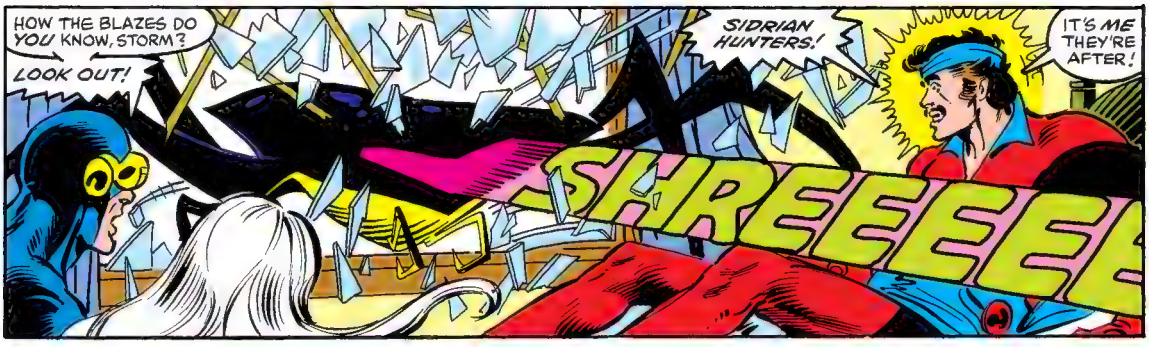

ELSEWHERE, ATOP THE TOWER THAT SERVES AS THE X-MEN'S LIVING QUARTERS...
...STANDS A WOMAN NAMED CAROL DANVERS.
AS MS. MARVEL, SHE WAS A MAINSTAY OF THE AVENGERS--THE WORLD'S MIGHTIEST SUPER HERO TEAM--
--BUT THAT WAS BEFORE SHE LOST HER POWERS, HER MEMORY, AND VERY NEARLY HER LIFE AT THE HANDS OF ROGUE AND THE BROTHERHOOD OF EVIL MUTANTS.*
PERHAPS IT WOULD HAVE BEEN BETTER IF I HAD DIED. I FEEL SO CUT OFF FROM EVERYTHING, EVERYONE. THE MORE I LEARN AND REMEMBER...
*IN AVENGERS ANNUAL #10 --LOUISE.
...THE MORE I REALIZE HOW MUCH I'VE TRULY LOST, THAT CAN NEVER BE REGAINED.
MAJOR?
WHO?! WOLVERINE!
YOU STARTLED ME. I DIDN'T HEAR YOU APPROACH.
NO ONE EVER DOES.
PARDON MY ASKING, BUT DIDN'T WE MEET A FEW YEARS AGO?
YEAH--WHEN YOU WERE AIR FORCE INTELLIGENCE AND I WAS CANADIAN SECRET SERVICE. YOU AN' YOUR PARTNER, COLONEL MIKE ROSSI AN' ME RAN SOME PRETTY HAIRY CAPERS TOGETHER.
THOSE WERE GOOD TIMES.
I DON'T REMEMBER. NOT YOU, NOT THE MISSIONS, NOT EVEN ROSSI.
I LOVED HIM, WOLVERINE. YET I CAN'T PICTURE HIS FACE, HEAR HIS VOICE, AND WHEN I THINK OF HIM--
--I FEEL NOTHING!
S-SORRY. I... I DIDN'T MEAN TO COME APART LIKE THAT.
'S'ALRIGHT. BLAST! WHAT IS IT, KITTY? THAT WAS THE WRONG WALL TA PHASE THROUGH AN' THE WRONG TIME TA DO IT.
OH. YEAH. I SEE THAT. THE PROFESSOR SENT ME TO FIND YOU.
YOU'VE DONE THAT. NOW SCRAM, I'M BUSY.
GO, WOLVERINE. I'LL BE FINE. REALLY.


INTERLUDE: 400,000 KILOMETERS ABOVE THE EARTH'S SURFACE...
COME ON, OLD BUS. HOLD TOGETHER. THIS IS THE HOME STRETCH--DON'T FAIL ME NOW.
NO CONTACTS ON MY SCOPES. I MUST HAVE DITCHED THE BATTLESHIP IN THE ASTEROID BELT, LIKE I FIGURED.
PLASMA TORPEDOS--COMING FROM AHEAD OF ME! THE SHI'AR!
I UNDERESTIMATED THEM. THE MOMENT THEY LOST ME THEY MUST HAVE COME STRAIGHT HERE.
THEY'RE USING THEIR MAIN BATTERIES. MY SHIELDS WON'T HOLD AGAINST THAT KIND OF FIREPOWER.
CORSAIR, M'LAD, YOU'RE REPUTED TO BE THE BEST PILOT IN SPACE. HERE'S YOUR CHANCE TO PROVE IT.
WHILE CORSAIR--LEADER OF THE STARJAMMERS, A DEVIL-MAY-CARE BAND OF INTERSTELLAR FREEBOOTERS--RUNS A VIRTUALLY IMPASSABLE GAUNTLET OF NUCLEAR MISSILES AND ENERGY BEAMS...
...WE RETURN ONCE MORE TO PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS.
I MUST SAY I'VE OUTDONE MYSELF.
THOUGH, WHEN IT COMES TO COOKING, MY STANDARDS ARE PRETTY LOW.
DINNER'S READY, ORORO.
I HAVE THE MAIL, SCOTT.
ANYTHING INTERESTING?
BILLS, MAGAZINES, CIRCULARS--THE USUAL, OH, HERE'S A POST CARD FROM KITTY!

"HAVING A WONDERFUL TIME. WISH YOU WERE HERE." HOW ELOQUENT.
AH, KITTEN. SHE TRIED FOR A CARIBBEAN TAN AND GOT SUNBURNED INSTEAD. SHE'S PRACTICING HER DANCING. SHE'S DETERMINED TO BE IN THE PIECE HER TEACHER, STEVIE HUNTER, IS CHOREOGRAPHING. I MUST TELL STEVIE THAT.
EVERYONE IS WELL, THOUGH CAROL SEEMS QUITE DEPRESSED.
THAT'S SOME POST-CARD.
KITTY WRITES VERY SMALL. WHAT IS THAT?
A LETTER FROM EMMA FROST'S MASSACHUSETTS ACADEMY, OFFICIALLY REVOKING KITTY'S ADMISSION. THE WHITE QUEEN WAS AS GOOD AS HER WORD.*
IT'S TOO LATE IN THE TERM--IT WOULD BE TOO DISRUPTIVE--FOR KITTY'S PARENTS TO TRANSFER HER ANYWHERE ELSE, SO XAVIER'S SCHOOL HAS HER FOR ONE MORE YEAR AT LEAST.
*SEE X-MEN #152--L.
YOU UNDER-RATE YOURSELF. THIS IS ALL QUITE DELICIOUS.
THANKS.
SCOTT, YOU CALLED ME YOUR "RIVAL" EARLIER. AM I? DO YOU WISH TO RECLAIM YOUR OLD POSITION AS TEAM LEADER?
DO YOU WISH TO GIVE IT UP?
I...AM NOT CERTAIN. I TOOK IT RELUCTANTLY. THE RESPONSIBILITY... FRIGHTENED ME.
BUT OVER THE MONTHS...
...I HAVE GROWN TO ACCEPT IT. I AM GOOD AT IT--THOUGH I CONCEDE YOU ARE THE BEST.
AGAIN, THANKS. BUT TO BE HONEST, I'M NOT SURE I WANT THE JOB BACK.
SO MUCH HAS CHANGED, IS CHANGING, IN MY LIFE. I FEEL LIKE I'M AT A CROSSROADS--
GOOD LORD!
THAT ROARING SOUND--!
WHAT THE BLAZES IS HAPPENING?!?


A--SPACECRAFT!?!
CAREFUL! IT'S SCATTERING DEBRIS ALL OVER THE LAWN!
IT'S HEADING FOR THE LAKE!
CRASH!
IN A MATTER OF SECONDS, BOTH X-MEN ARE IN THE WATER, SEARCHING FOR SURVIVORS.
SOMEONE MUST HAVE SEEN OR HEARD ITS APPROACH.
HOWEVER WILL WE EXPLAIN THIS?
YOU'RE THE BOSS, ORORO. I'M SURE YOU'LL THINK OF SOMETHING.
WONDERFUL.
THERE'S THE PILOT!
HE'S STILL ALIVE!
SCOTT, I RECOGNIZE--!
ME, TOO. IT'S CORSAIR.
HE IS FAR MORE THAN THAT, MY FRIEND.
AND I FEAR THE TIME HAS COME TO BREAK MY OATH NEVER TO REVEAL TO YOU THE TRUTH ABOUT HIM.
LORDS OF THE EARTH AND AIR!
ORORO, I THINK WE CAN FORGET ABOUT EXPLANATIONS.

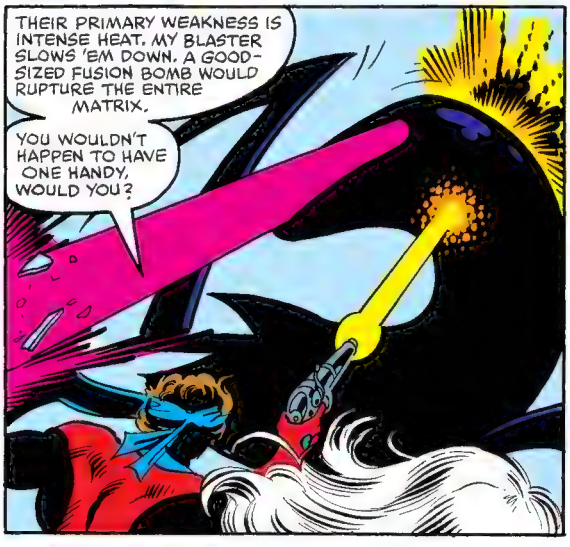

CORSAIR DREAMS-- AND THE IMAGES ARE AS VIVID AS LIFE, THE PAIN AS REAL, THE GRIEF AS SHARP.
HIS PLANE WAS BURNING. ANNE GAVE SCOTT THE ONLY PARACHUTE, WRAPPED ALEX IN HIS BIG BROTHER'S ARMS, AND SHOVED THE TWO BOYS OUT THE ESCAPE HATCH.
THEN, SHE RE-TURNED TO HER HUSBAND'S SIDE, AND BOTH OF THEM WERE SWEPT ACROSS THE UNIVERSE...
MORE RECENT MEMORIES SCATTERSHOT ACROSS HIS MIND'S EYE:
...AN AMBUSH, DAYS AGO-- FOUR STARJAMMERS VERSUS A BATTALION OF IMPERIAL COMBAT TROOPERS.
THE ODDS WERE HOPE-LESS. REGARDLESS, ONE OF THEM HAD TO GET AWAY, TO REACH EARTH, TO ALERT THE X-MEN. CORSAIR WAS THE OBVIOUS CHOICE.
SO, WHILE CH'OD, RAZA AND MS. HEPZIBAH HELD OFF THE IMPERIALS, CHRISTOPHER SUMMERS FLED INTO THE NIGHT.
...WHERE SHE PAID FOR HER LOVE AND LOYALTY...
...WITH HER LIFE.
AND, FOR THE SECOND TIME IN HIS LIFE, FEELS HIS HEART BREAK.
GOOD EVENING, CYCLOPS. PARDON MY DROPPING IN UNANNOUNCED...
CAN THE SNAPPY PATTER, CORSAIR. EXPLAIN THIS LOCKET AND THESE AIR FORCE DOGTAGS.
THE WOMAN'S FACE IS... FAMILIAR. AND THE TWO BOYS ARE ME AND MY BROTHER, ALEX.
THE TAGS ARE MINE, SCOTT. THE WOMAN IS MY WIFE, THE CHILDREN MY SONS.
YOU'RE LYING!
SCOTT-- FORGIVE ME, BUT HE IS NOT.

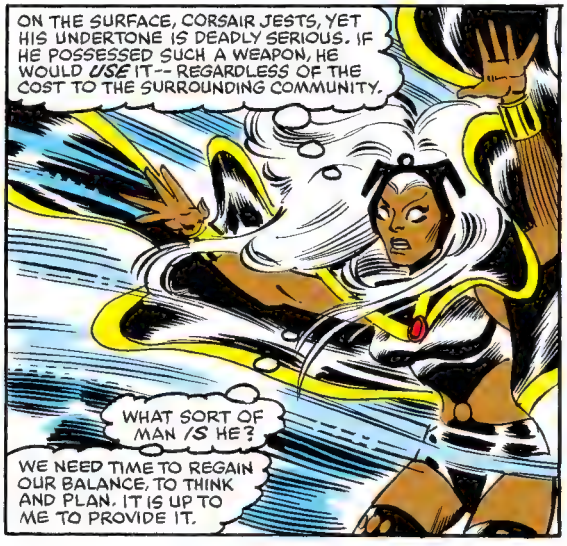

HOW THE BLAZES DO YOU KNOW, STORM?
LOOK OUT!
SIDRIAN HUNTERS!
IT'S ME THEY'RE AFTER!
SHREEEEE

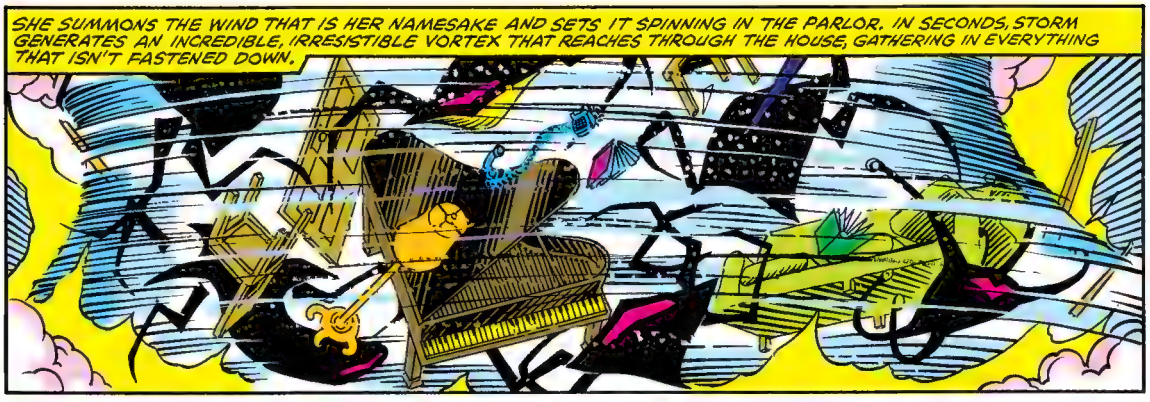
THEY'LL HAVE TO WAIT THEIR TURN.
UNTIL I GET SOME ANSWERS, CORSAIR, YOU'RE MINE!

SUITS ME. BUT WE CAN'T STAY HERE.
WE NEED ROOM TO MANEUVER!
FOLLOW ME DOWNSTAIRS!

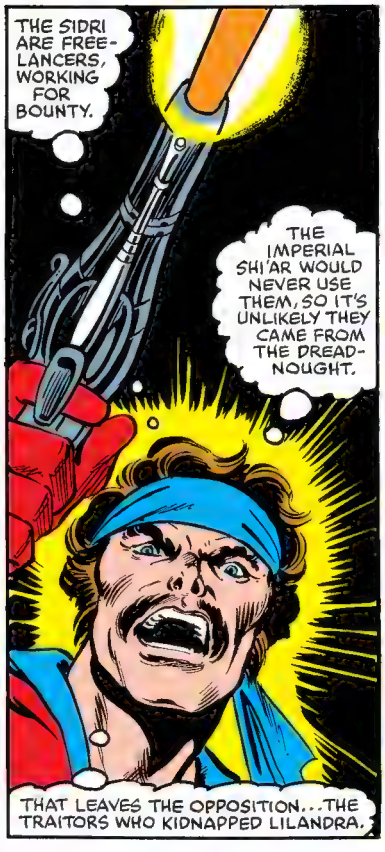
MORE OF THEM, CYCLOPS!
THEY'RE POURING THROUGH EVERY WINDOW IN THE HOUSE. YOU SEEM TO KNOW THESE HORRORS, CORSAIR -- HOW DO WE FIGHT THEM?

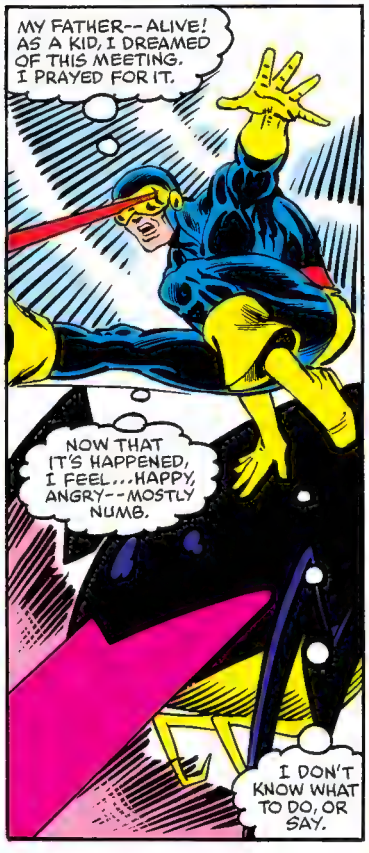

THEIR PRIMARY WEAKNESS IS INTENSE HEAT. MY BLASTER SLOWS 'EM DOWN. A GOOD-SIZED FUSION BOMB WOULD RUPTURE THE ENTIRE MATRIX.
YOU WOULDN'T HAPPEN TO HAVE ONE HANDY, WOULD YOU?

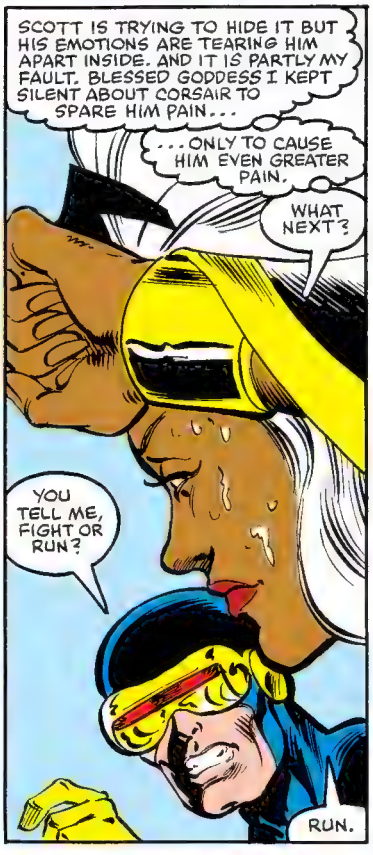

ON THE SURFACE, CORSAIR JESTS, YET HIS UNDERTONE IS DEADLY SERIOUS. IF HE POSSESSED SUCH A WEAPON, HE WOULD USE IT -- REGARDLESS OF THE COST TO THE SURROUNDING COMMUNITY.
WHAT SORT OF MAN IS HE?
WE NEED TIME TO REGAIN OUR BALANCE, TO THINK AND PLAN. IT IS UP TO ME TO PROVIDE IT.


SHE SUMMONS THE WIND THAT IS HER NAMESAKE AND SETS IT SPINNING IN THE PARLOR. IN SECONDS, STORM GENERATES AN INCREDIBLE, IRRESISTIBLE VORTEX THAT REACHES THROUGH THE HOUSE, GATHERING IN EVERYTHING THAT ISN'T FASTENED DOWN.

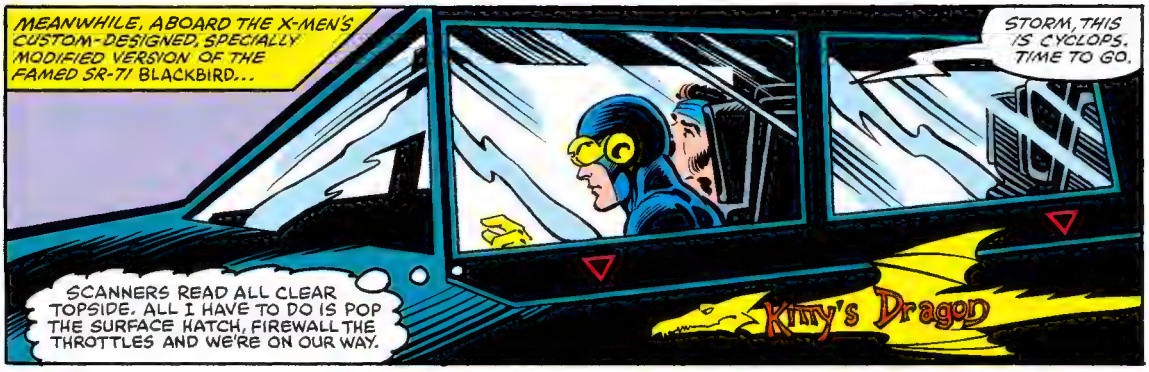
THE FURNITURE DOES NOT SURVIVE. OUR HEROES, PROTECTED BY STORM FROM HER CREATION, DO.
REGRETTABLY, SO ALSO DO THEIR FOES.


THE SIDRI ARE FREE-LANCERS, WORKING FOR BOUNTY.
THE IMPERIAL SHI'AR WOULD NEVER USE THEM, SO IT'S UNLIKELY THEY CAME FROM THE DREAD-NOUGHT.
THAT LEAVES THE OPPOSITION...THE TRAITORS WHO KIDNAPPED LILANDRA.

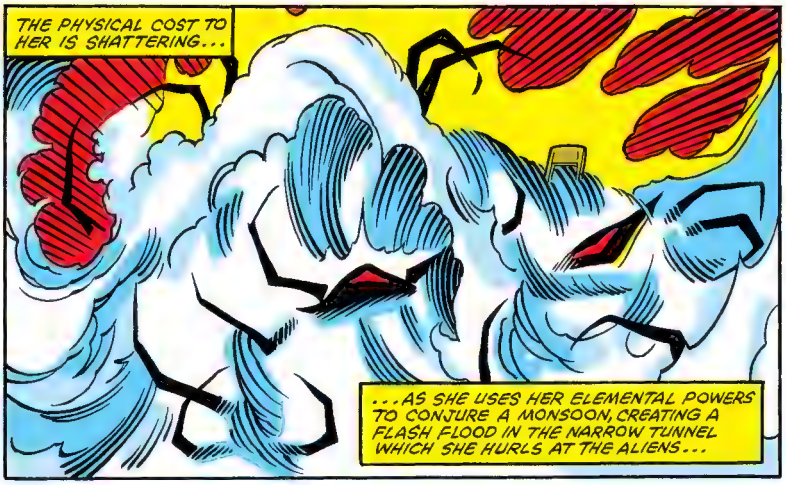

MY FATHER--ALIVE! AS A KID, I DREAMED OF THIS MEETING. I PRAYED FOR IT.
NOW THAT IT'S HAPPENED, I FEEL...HAPPY, ANGRY--MOSTLY NUMB.
I DON'T KNOW WHAT TO DO, OR SAY.

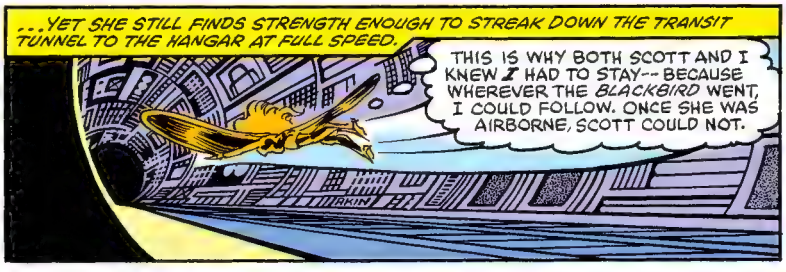

SCOTT IS TRYING TO HIDE IT BUT HIS EMOTIONS ARE TEARING HIM APART INSIDE. AND IT IS PARTLY MY FAULT. BLESSED GODDESS I KEPT SILENT ABOUT CORSAIR TO SPARE HIM PAIN...
...ONLY TO CAUSE HIM EVEN GREATER PAIN.
WHAT NEXT?
YOU TELL ME, FIGHT OR RUN?
RUN.

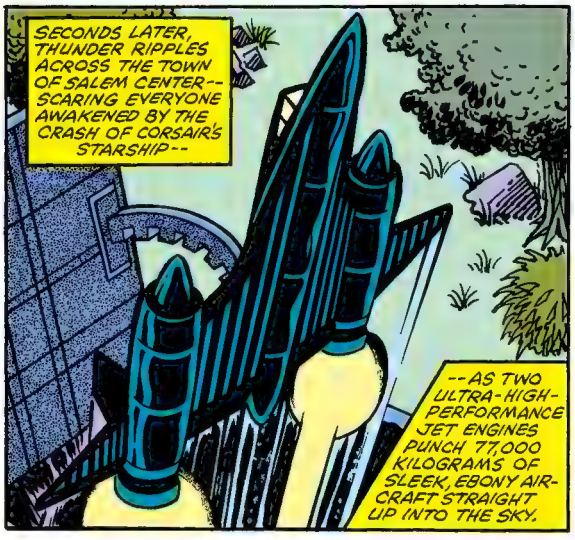
WE NEED THE OTHER X-MEN AND WE MUST DRAW THESE MONSTERS AWAY BEFORE INNOCENT CIVILIANS BECOME INVOLVED.
WE'LL USE THE BLACKBIRD. I'LL CALL YOU OVER OUR MICRO-TRANSCEIVERS WHEN WE'RE READY TO LIFT-OFF.
AND I SHALL COME.
IF I AM ABLE.
WHAT'S SHE TALKING ABOUT?!
STORM'S ACTING AS OUR REARGUARD, TO BUY US THE TIME WE NEED TO REACH THE PLANE.
IT'S THE ONLY WAY.
ONE WOMAN AGAINST THE SIDRI?!
COME ON!
YOU CAN'T LEAVE HER!
THE HANGAR'S A MILE DOWN THIS TUNNEL, HIDDEN BENEATH A COPSE ON THE ESTATE. SECURITY SENSORS INDICATE NEITHER HANGAR NOR TUNNEL HAVE BEEN BREACHED. THIS MONOCAR WILL HAVE US THERE IN A COUPLE OF MINUTES.
YOU COLD-BLOODED--!
THEY'LL TEAR HER APART! WE HAVE TO HELP HER!
SHE'S YOUR FRIEND, SCOTT! DON'T YOU CARE--?!
STORM... ORORO!
YES!!
BUT I'LL LEAVE HER JUST THE SAME...
...AS I'D EXPECT HER TO LEAVE ME.
THE SIDRI ARE GENERATING ADDITIONAL ARMOR, MAKING THEMSELVES MORE RESISTANT TO MY LIGHTNING BOLTS.
AND THE STRAIN IS BEGINNING TO WEAR ME DOWN.
I CANNOT MAINTAIN THIS EFFORT MUCH LONGER.

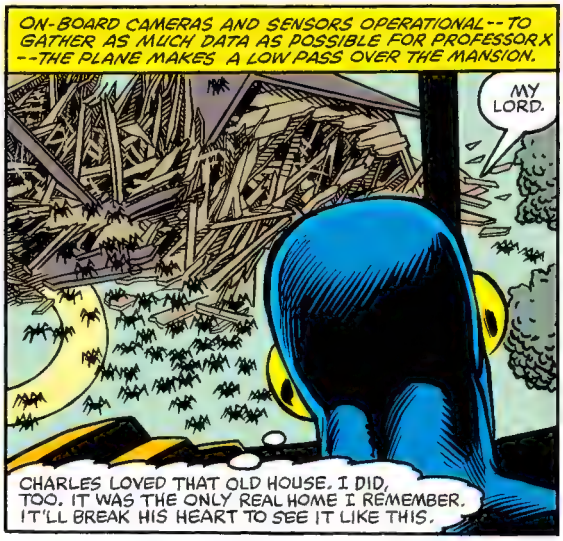

MEANWHILE, ABOARD THE X-MEN'S CUSTOM-DESIGNED, SPECIALLY MODIFIED VERSION OF THE FAMED SR-71 BLACKBIRD...
STORM, THIS IS CYCLOPS. TIME TO GO.
SCANNERS READ ALL CLEAR TOPSIDE. ALL I HAVE TO DO IS POP THE SURFACE HATCH, FIREWALL THE THROTTLES AND WE'RE ON OUR WAY.
Kitty's Dragon

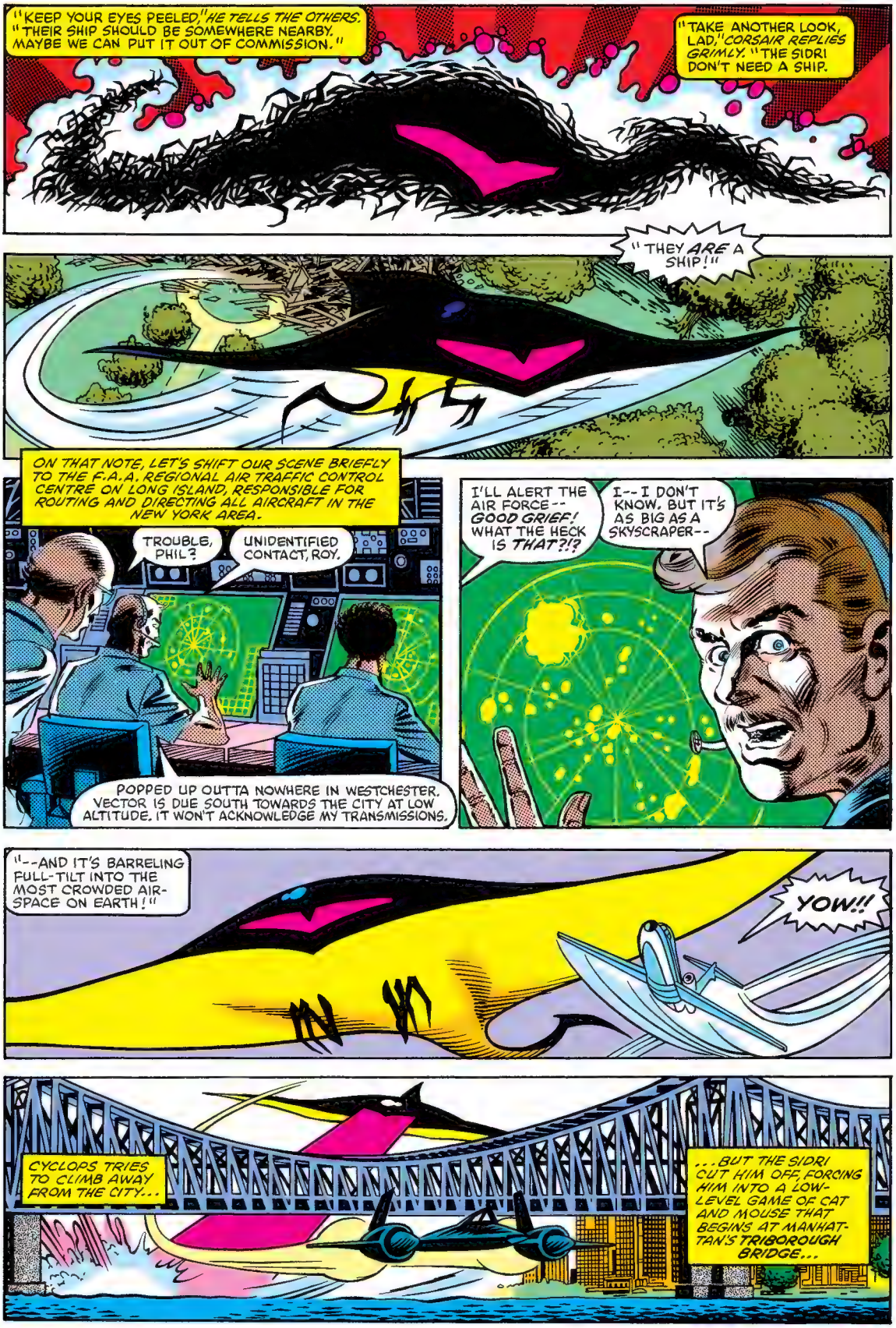
AND NOT A MOMENT TOO SOON.
I HAVEN'T TRIED THIS MANEUVER IN AGES. I HOPE IT WORKS.

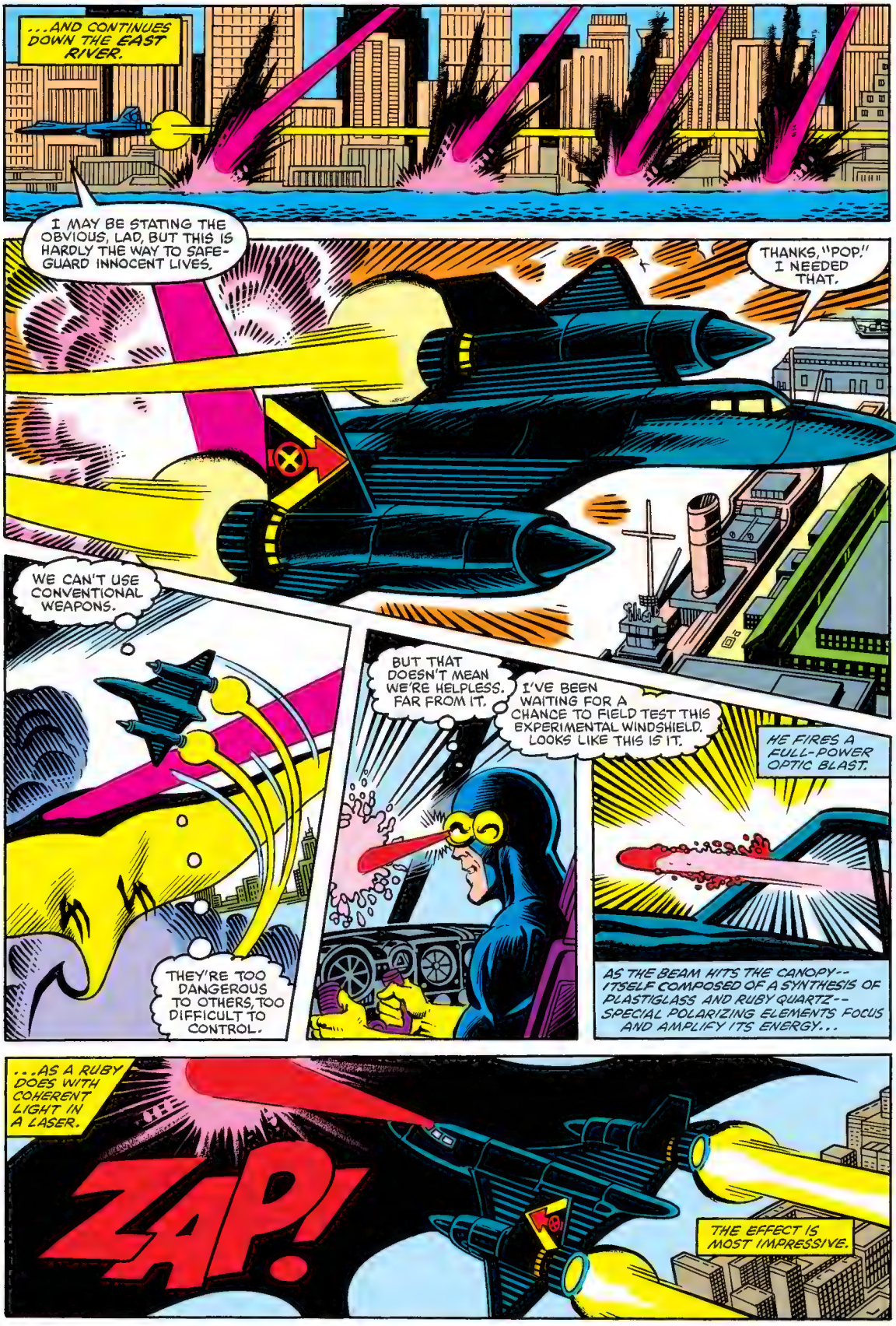

THE PHYSICAL COST TO HER IS SHATTERING...
...AS SHE USES HER ELEMENTAL POWERS TO CONJURE A MONSOON, CREATING A FLASH FLOOD IN THE NARROW TUNNEL WHICH SHE HURLS AT THE ALIENS...

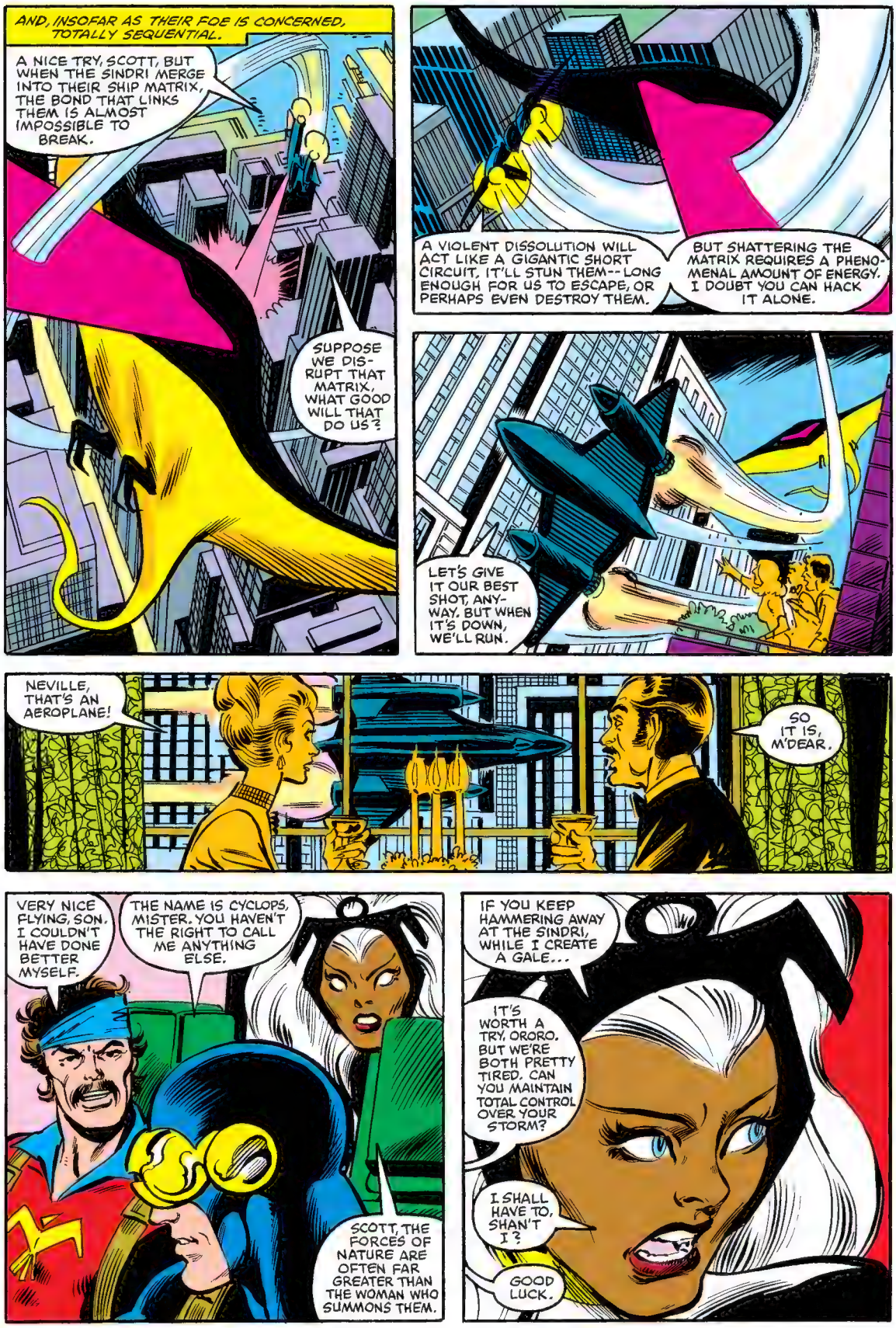

...YET SHE STILL FINDS STRENGTH ENOUGH TO STREAK DOWN THE TRANSIT TUNNEL TO THE HANGAR AT FULL SPEED.
THIS IS WHY BOTH SCOTT AND I KNEW I HAD TO STAY-- BECAUSE WHEREVER THE BLACKBIRD WENT, I COULD FOLLOW. ONCE SHE WAS AIRBORNE, SCOTT COULD NOT.

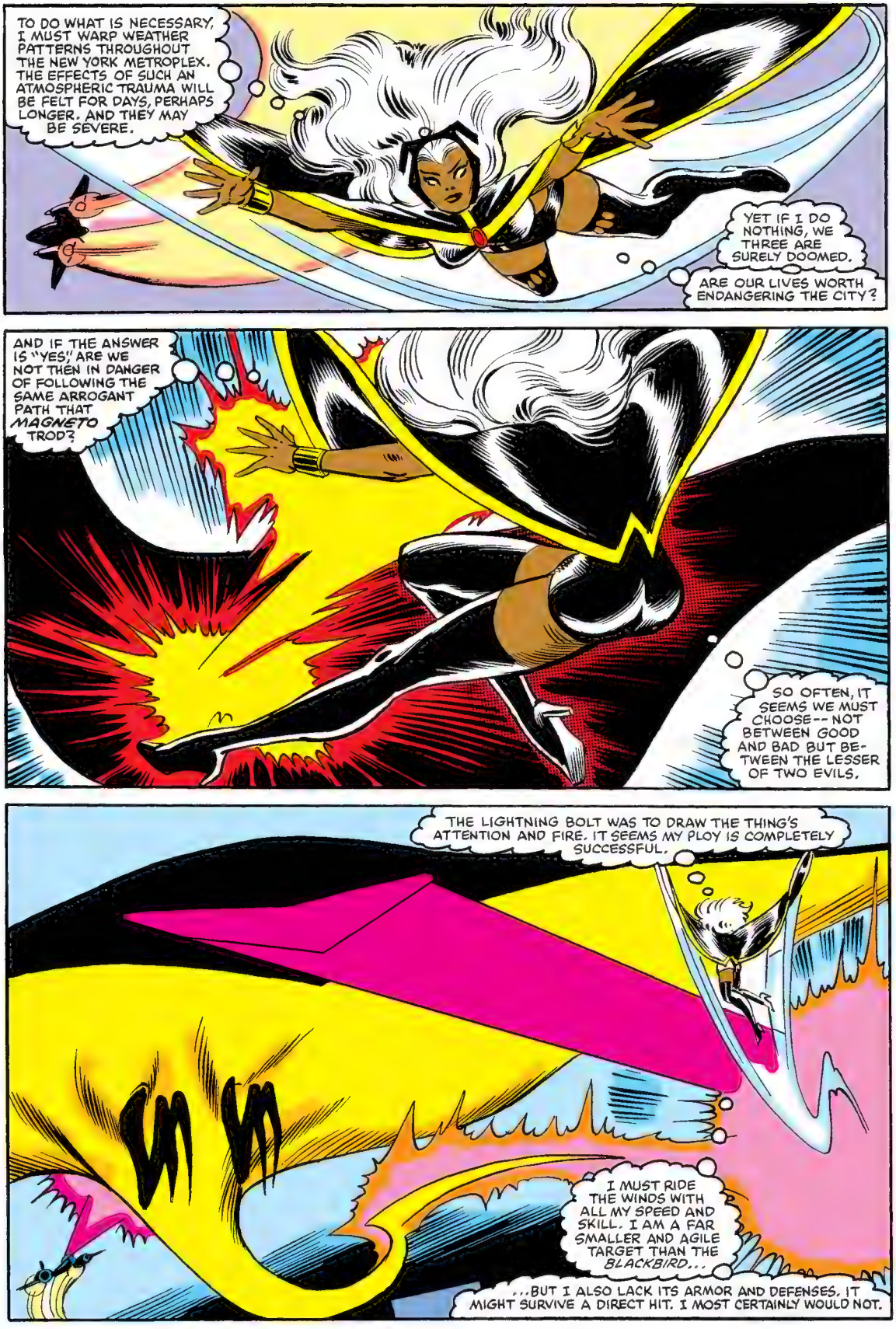

SECONDS LATER, THUNDER RIPPLES ACROSS THE TOWN OF SALEM CENTER-- SCARING EVERYONE AWAKENED BY THE CRASH OF CORSAIR'S STARSHIP--
--AS TWO ULTRA-HIGH-PERFORMANCE JET ENGINES PUNCH 77,000 KILOGRAMS OF SLEEK, EBONY AIRCRAFT STRAIGHT UP INTO THE SKY.

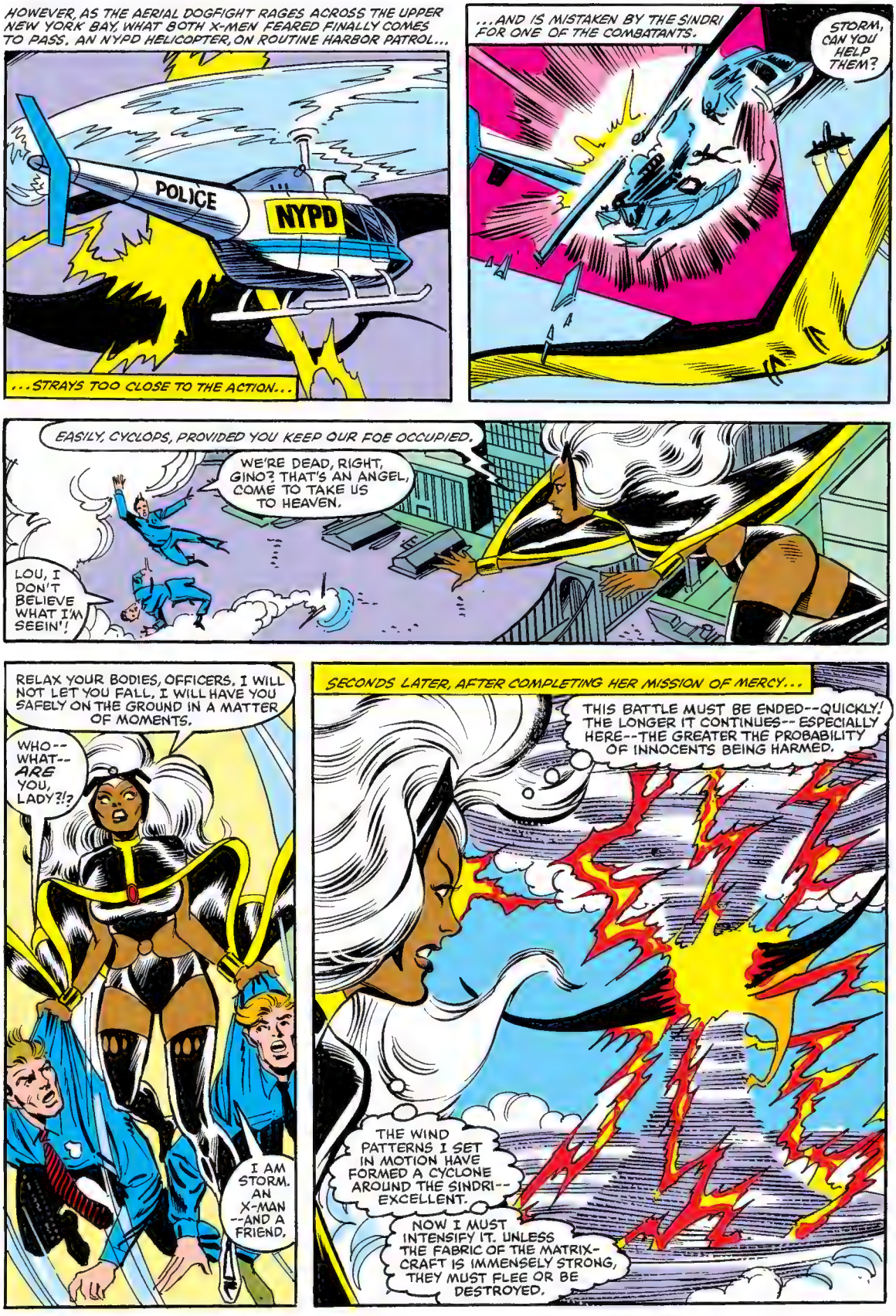

ON-BOARD CAMERAS AND SENSORS OPERATIONAL-- TO GATHER AS MUCH DATA AS POSSIBLE FOR PROFESSOR X --THE PLANE MAKES A LOW PASS OVER THE MANSION.
MY LORD.
CHARLES LOVED THAT OLD HOUSE. I DID, TOO. IT WAS THE ONLY REAL HOME I REMEMBER. IT'LL BREAK HIS HEART TO SEE IT LIKE THIS.

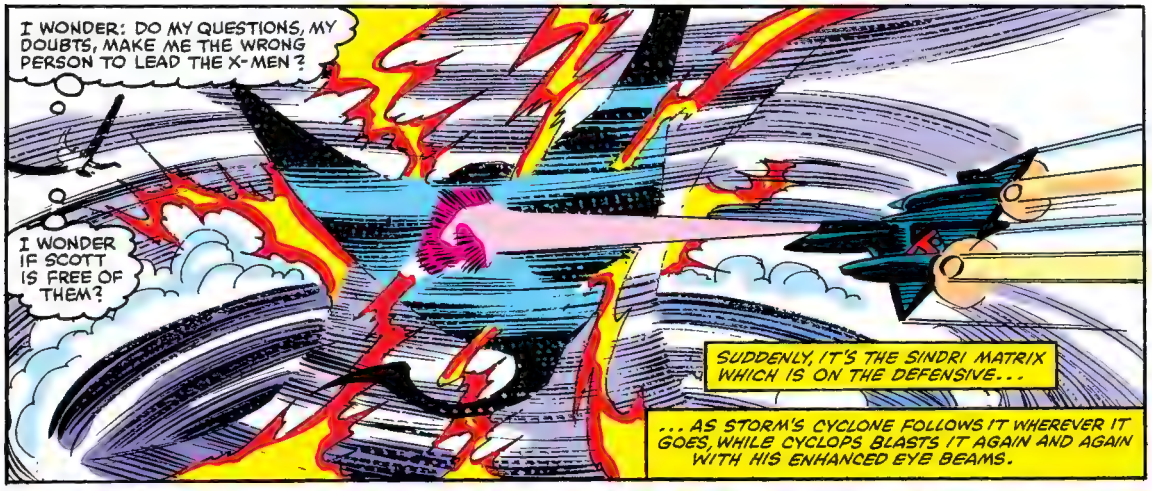

"KEEP YOUR EYES PEELED," HE TELLS THE OTHERS. "THEIR SHIP SHOULD BE SOMEWHERE NEARBY. MAYBE WE CAN PUT IT OUT OF COMMISSION."
"TAKE ANOTHER LOOK, LAD," CORSAIR REPLIES GRIMLY. "THE SIDRI DON'T NEED A SHIP.
"THEY ARE A SHIP!"
ON THAT NOTE, LET'S SHIFT OUR SCENE BRIEFLY TO THE F.A.A. REGIONAL AIR TRAFFIC CONTROL CENTRE ON LONG ISLAND, RESPONSIBLE FOR ROUTING AND DIRECTING ALL AIRCRAFT IN THE NEW YORK AREA.
TROUBLE, PHIL?
UNIDENTIFIED CONTACT, ROY.
POPPED UP OUTTA NOWHERE IN WESTCHESTER. VECTOR IS DUE SOUTH TOWARDS THE CITY AT LOW ALTITUDE. IT WON'T ACKNOWLEDGE MY TRANSMISSIONS.
I'LL ALERT THE AIR FORCE -- GOOD GRIEF! WHAT THE HECK IS THAT?!?
I-- I DON'T KNOW. BUT IT'S AS BIG AS A SKYSCRAPER--
"--AND IT'S BARRELING FULL-TILT INTO THE MOST CROWDED AIR-SPACE ON EARTH!"
YOW!!
CYCLOPS TRIES TO CLIMB AWAY FROM THE CITY...
...BUT THE SIDRI CUT HIM OFF, FORCING HIM INTO A LOW-LEVEL GAME OF CAT AND MOUSE THAT BEGINS AT MANHATTAN'S TRIBOROUGH BRIDGE...

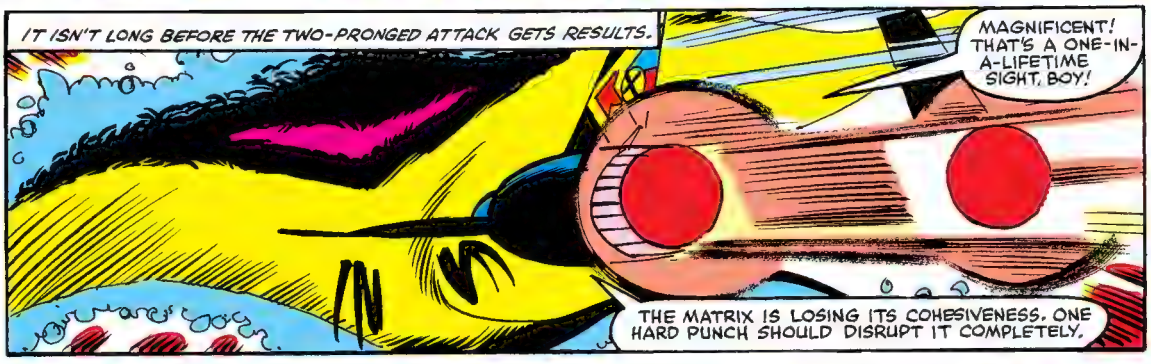

...AND CONTINUES DOWN THE EAST RIVER.
I MAY BE STATING THE OBVIOUS, LAD, BUT THIS IS HARDLY THE WAY TO SAFE-GUARD INNOCENT LIVES.
THANKS, "POP." I NEEDED THAT.
WE CAN'T USE CONVENTIONAL WEAPONS.
THEY'RE TOO DANGEROUS TO OTHERS, TOO DIFFICULT TO CONTROL.
BUT THAT DOESN'T MEAN WE'RE HELPLESS. FAR FROM IT.
I'VE BEEN WAITING FOR A CHANCE TO FIELD TEST THIS EXPERIMENTAL WINDSHIELD. LOOKS LIKE THIS IS IT.
HE FIRES A FULL-POWER OPTIC BLAST.
AS THE BEAM HITS THE CANOPY--ITSELF COMPOSED OF A SYNTHESIS OF PLASTIGLASS AND RUBY QUARTZ--SPECIAL POLARIZING ELEMENTS FOCUS AND AMPLIFY ITS ENERGY...
...AS A RUBY DOES WITH COHERENT LIGHT IN A LASER.
ZAP!
THE EFFECT IS MOST IMPRESSIVE.

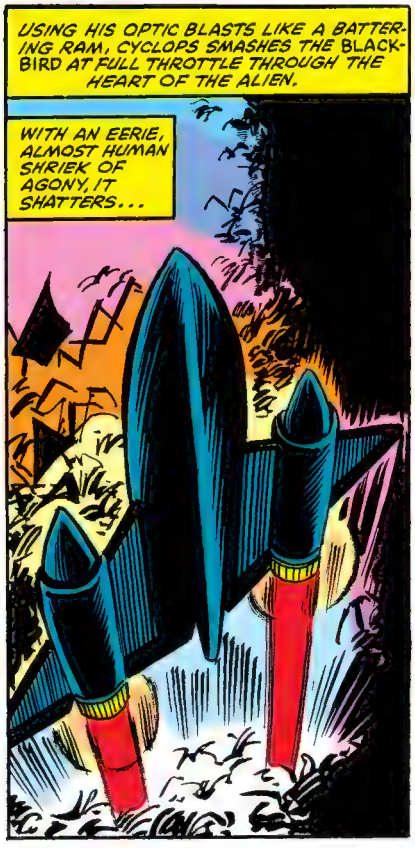

AND, INSOFAR AS THEIR FOE IS CONCERNED, TOTALLY SEQUENTIAL.
A NICE TRY, SCOTT, BUT WHEN THE SINDRI MERGE INTO THEIR SHIP MATRIX, THE BOND THAT LINKS THEM IS ALMOST IMPOSSIBLE TO BREAK.
SUPPOSE WE DISRUPT THAT MATRIX, WHAT GOOD WILL THAT DO US?
A VIOLENT DISSOLUTION WILL ACT LIKE A GIGANTIC SHORT CIRCUIT. IT'LL STUN THEM--LONG ENOUGH FOR US TO ESCAPE, OR PERHAPS EVEN DESTROY THEM.
BUT SHATTERING THE MATRIX REQUIRES A PHENOMENAL AMOUNT OF ENERGY. I DOUBT YOU CAN HACK IT ALONE.
LET'S GIVE IT OUR BEST SHOT, ANYWAY. BUT WHEN IT'S DOWN, WE'LL RUN.
NEVILLE, THAT'S AN AEROPLANE!
SO IT IS, M'DEAR.
VERY NICE FLYING, SON. I COULDN'T HAVE DONE BETTER MYSELF.
THE NAME IS CYCLOPS, MISTER. YOU HAVEN'T THE RIGHT TO CALL ME ANYTHING ELSE.
SCOTT, THE FORCES OF NATURE ARE OFTEN FAR GREATER THAN THE WOMAN WHO SUMMONS THEM.
IF YOU KEEP HAMMERING AWAY AT THE SINDRI, WHILE I CREATE A GALE...
IT'S WORTH A TRY, ORORO. BUT WE'RE BOTH PRETTY TIRED. CAN YOU MAINTAIN TOTAL CONTROL OVER YOUR STORM?
I SHALL HAVE TO, SHAN'T I?
GOOD LUCK.

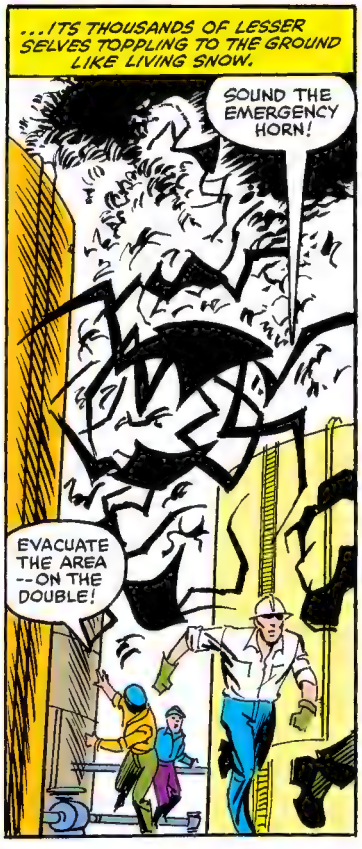

TO DO WHAT IS NECESSARY, I MUST WARP WEATHER PATTERNS THROUGHOUT THE NEW YORK METROPLEX. THE EFFECTS OF SUCH AN ATMOSPHERIC TRAUMA WILL BE FELT FOR DAYS, PERHAPS LONGER. AND THEY MAY BE SEVERE.
YET IF I DO NOTHING, WE THREE ARE SURELY DOOMED.
ARE OUR LIVES WORTH ENDANGERING THE CITY?
AND IF THE ANSWER IS "YES," ARE WE NOT THEN IN DANGER OF FOLLOWING THE SAME ARROGANT PATH THAT MAGNETO TROD?
SO OFTEN, IT SEEMS WE MUST CHOOSE-- NOT BETWEEN GOOD AND BAD BUT BETWEEN THE LESSER OF TWO EVILS.
THE LIGHTNING BOLT WAS TO DRAW THE THING'S ATTENTION AND FIRE. IT SEEMS MY PLOY IS COMPLETELY SUCCESSFUL.
I MUST RIDE THE WINDS WITH ALL MY SPEED AND SKILL. I AM A FAR SMALLER AND AGILE TARGET THAN THE BLACKBIRD...
...BUT I ALSO LACK ITS ARMOR AND DEFENSES. IT MIGHT SURVIVE A DIRECT HIT. I MOST CERTAINLY WOULD NOT.

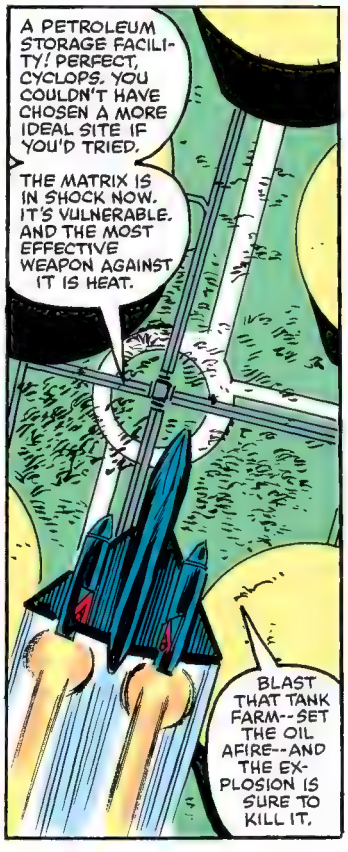

HOWEVER, AS THE AERIAL DOGFIGHT RAGES ACROSS THE UPPER NEW YORK BAY, WHAT BOTH X-MEN FEARED FINALLY COMES TO PASS. AN NYPD HELICOPTER, ON ROUTINE HARBOR PATROL...
POLICE
NYPD
...STRAYS TOO CLOSE TO THE ACTION...
...AND IS MISTAKEN BY THE SINDRI FOR ONE OF THE COMBATANTS.
STORM, CAN YOU HELP THEM?
EASILY, CYCLOPS, PROVIDED YOU KEEP OUR FOE OCCUPIED.
WE'RE DEAD, RIGHT, GINO? THAT'S AN ANGEL, COME TO TAKE US TO HEAVEN.
LOU, I DON'T BELIEVE WHAT I'M SEEIN'!
RELAX YOUR BODIES, OFFICERS. I WILL NOT LET YOU FALL. I WILL HAVE YOU SAFELY ON THE GROUND IN A MATTER OF MOMENTS.
WHO--WHAT--ARE YOU, LADY?!?
I AM STORM. AN X-MAN --AND A FRIEND.
SECONDS LATER, AFTER COMPLETING HER MISSION OF MERCY...
THIS BATTLE MUST BE ENDED--QUICKLY! THE LONGER IT CONTINUES-- ESPECIALLY HERE--THE GREATER THE PROBABILITY OF INNOCENTS BEING HARMED.
THE WIND PATTERNS I SET IN MOTION HAVE FORMED A CYCLONE AROUND THE SINDRI-- EXCELLENT.
NOW I MUST INTENSIFY IT. UNLESS THE FABRIC OF THE MATRIX-CRAFT IS IMMENSELY STRONG, THEY MUST FLEE OR BE DESTROYED.


I WONDER: DO MY QUESTIONS, MY DOUBTS, MAKE ME THE WRONG PERSON TO LEAD THE X-MEN?
I WONDER IF SCOTT IS FREE OF THEM?
SUDDENLY, IT'S THE SINDRI MATRIX WHICH IS ON THE DEFENSIVE...
...AS STORM'S CYCLONE FOLLOWS IT WHEREVER IT GOES, WHILE CYCLOPS BLASTS IT AGAIN AND AGAIN WITH HIS ENHANCED EYE BEAMS.

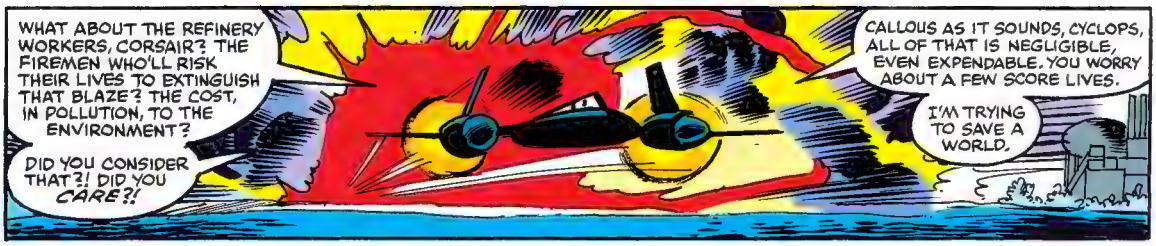

IT ISN'T LONG BEFORE THE TWO-PRONGED ATTACK GETS RESULTS.
MAGNIFICENT! THAT'S A ONE-IN-A-LIFETIME SIGHT, BOY!
THE MATRIX IS LOSING ITS COHESIVENESS. ONE HARD PUNCH SHOULD DISRUPT IT COMPLETELY.


USING HIS OPTIC BLASTS LIKE A BATTERING RAM, CYCLOPS SMASHES THE BLACKBIRD AT FULL THROTTLE THROUGH THE HEART OF THE ALIEN.
WITH AN EERIE, ALMOST HUMAN SHRIEK OF AGONY, IT SHATTERS...

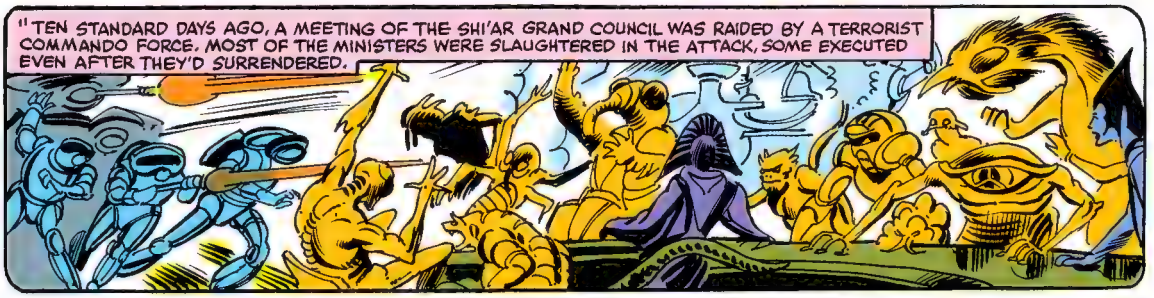

...ITS THOUSANDS OF LESSER SELVES TOPPLING TO THE GROUND LIKE LIVING SNOW.
SOUND THE EMERGENCY HORN!
EVACUATE THE AREA --ON THE DOUBLE!

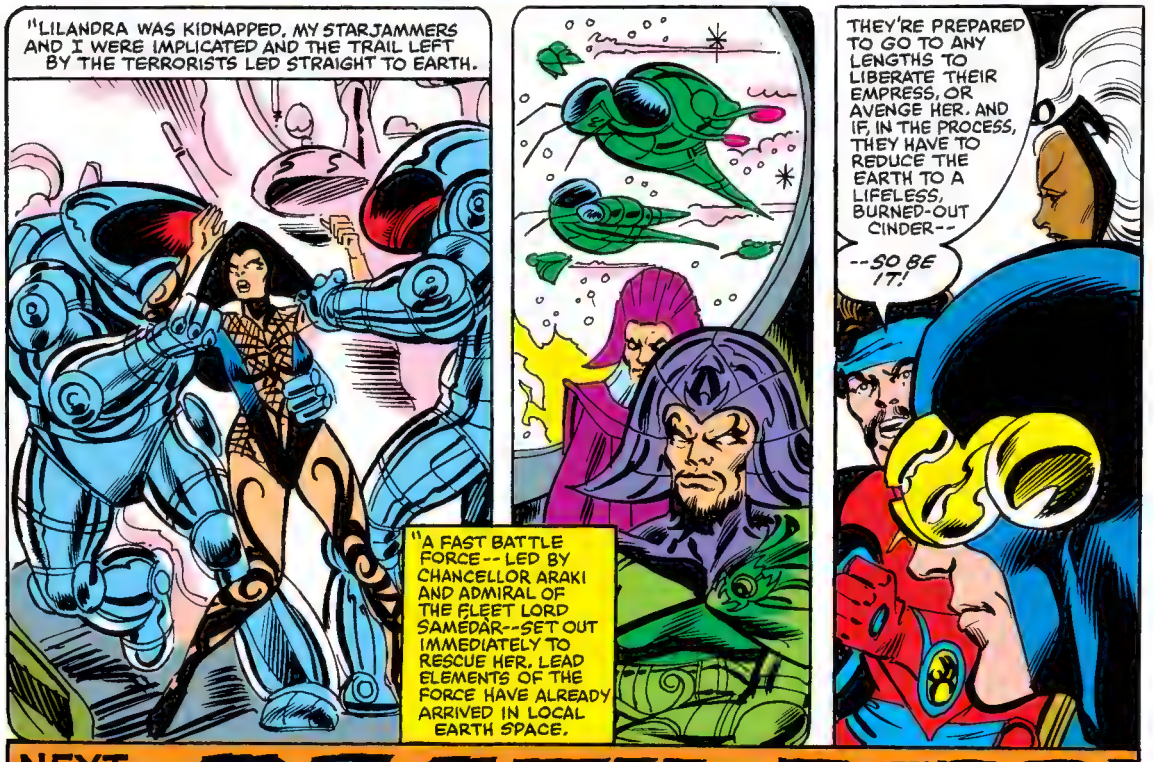

A PETROLEUM STORAGE FACILITY! PERFECT, CYCLOPS. YOU COULDN'T HAVE CHOSEN A MORE IDEAL SITE IF YOU'D TRIED.
THE MATRIX IS IN SHOCK NOW. IT'S VULNERABLE. AND THE MOST EFFECTIVE WEAPON AGAINST IT IS HEAT.
BLAST THAT TANK FARM--SET THE OIL AFIRE--AND THE EXPLOSION IS SURE TO KILL IT.

"KILL IT?!" YOU MEAN, THAT THING'S ALIVE? I...I THOUGHT IT WAS A CONSTRUCT, A MECHANISM.
IT'S A COLONY CREATURE, LIVING AND SENTIENT. SO WHAT?
I CAN'T-- I WON'T-- KILL, CORSAIR.
THIS IS NO TIME FOR SCRUPLES, BOY. IT HAS NO COMPUNCTIONS ABOUT KILLING YOU-- OR ANYONE ELSE WHO GETS IN ITS WAY.
YOU SANCTIMONIOUS FOOL, WE CAN'T LET IT REINTEGRATE! WE'VE ONLY SECONDS TO ACT.
SECONDS BEFORE WHAT?
STORM, STOP HIM!
WHY? CORSAIR-- DON'T!
I'M SORRY, BUT I'VE NO ALTERNATIVE. I'VE FOUGHT THESE THINGS, YOU HAVEN'T. THIS IS THE ONLY WAY, BELIEVE ME.
NOW, WE CAN GO.
WHAROOM!


WHAT ABOUT THE REFINERY WORKERS, CORSAIR? THE FIREMEN WHO'LL RISK THEIR LIVES TO EXTINGUISH THAT BLAZE? THE COST, IN POLLUTION, TO THE ENVIRONMENT?
DID YOU CONSIDER THAT?! DID YOU CARE?!
CALLOUS AS IT SOUNDS, CYCLOPS, ALL OF THAT IS NEGLIGIBLE, EVEN EXPENDABLE. YOU WORRY ABOUT A FEW SCORE LIVES.
I'M TRYING TO SAVE A WORLD.

THIS WORLD.
YOU ARE CORRECT, CORSAIR. IT IS CALLOUS. AND CRUEL. AND INHUMAN.
THEN, I GUESS, SO AM I.
ALL RIGHT, MISTER, DROP THE OTHER SHOE. EXPLAIN YOURSELF. WHY DOES THE EARTH NEED SAVING, AND FROM WHOM?!


"TEN STANDARD DAYS AGO, A MEETING OF THE SHI'AR GRAND COUNCIL WAS RAIDED BY A TERRORIST COMMANDO FORCE. MOST OF THE MINISTERS WERE SLAUGHTERED IN THE ATTACK, SOME EXECUTED EVEN AFTER THEY'D SURRENDERED.


"LILANDRA WAS KIDNAPPED. MY STARJAMMERS AND I WERE IMPLICATED AND THE TRAIL LEFT BY THE TERRORISTS LED STRAIGHT TO EARTH.
"A FAST BATTLE FORCE -- LED BY CHANCELLOR ARAKI AND ADMIRAL OF THE FLEET LORD SAMEDAR--SET OUT IMMEDIATELY TO RESCUE HER. LEAD ELEMENTS OF THE FORCE HAVE ALREADY ARRIVED IN LOCAL EARTH SPACE.
THEY'RE PREPARED TO GO TO ANY LENGTHS TO LIBERATE THEIR EMPRESS, OR AVENGE HER. AND IF, IN THE PROCESS, THEY HAVE TO REDUCE THE EARTH TO A LIFELESS, BURNED-OUT CINDER--
--SO BE IT!

NEXT ISSUE: **DEATH-BIRD!**

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THE UNCANNY
X-MEN
™
COCKRUM/WALKER

Stan Lee PRESENTS: THE UNCANNY X-MEN! TM
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WRITER ARTISTS LETTERER COLORIST EDITOR EDITOR-IN-CHIEF
FIRST BLOOD
IT'S A TERRIBLE THING TO HAVE YOUR LIFE SUDDENLY TURNED UPSIDE-DOWN, TO SEE ALL THE PRECEPTS AND BELIEFS UPON WHICH YOU'VE BASED THAT LIFE TRASHED AND THROWN AWAY IN A MOMENT OF TIME, A FEW SHORT WORDS.
FOR TWENTY YEARS, SCOTT SUMMERS -- MEMBER OF A TEAM OF MUTANT SUPER HEROES KNOWN AS THE X-MEN -- HAS BELIEVED HIMSELF TO BE AN ORPHAN, WITHOUT FAMILY -- SAVE HIS YOUNGER BROTHER, ALEX -- WITHOUT ROOTS, WITHOUT A PAST. HE LONG AGO RESIGNED HIMSELF TO THAT GRIM, LONELY REALITY.
NOW, THAT REALITY HAS BEEN DESTROYED BY A SIMPLE, DEVASTATING REVELATION: SCOTT'S FATHER LIVES! HE IS CORSAIR, LEADER OF THE STAR-JAMMERS (A BAND OF INTER-STELLAR FREEBOOTERS) AND HE HAS RETURNED TO EARTH TO SEEK HIS SON'S HELP.
THE REUNION HAS NOT THUS FAR BEEN PLEASANT.
SCOTT, I KNOW SOMETHING OF HOW YOU FEEL...
DO YOU, STORM?
I, TOO, AM AN ORPHAN, REMEMBER?
I THOUGHT YOU WERE MY FRIEND.

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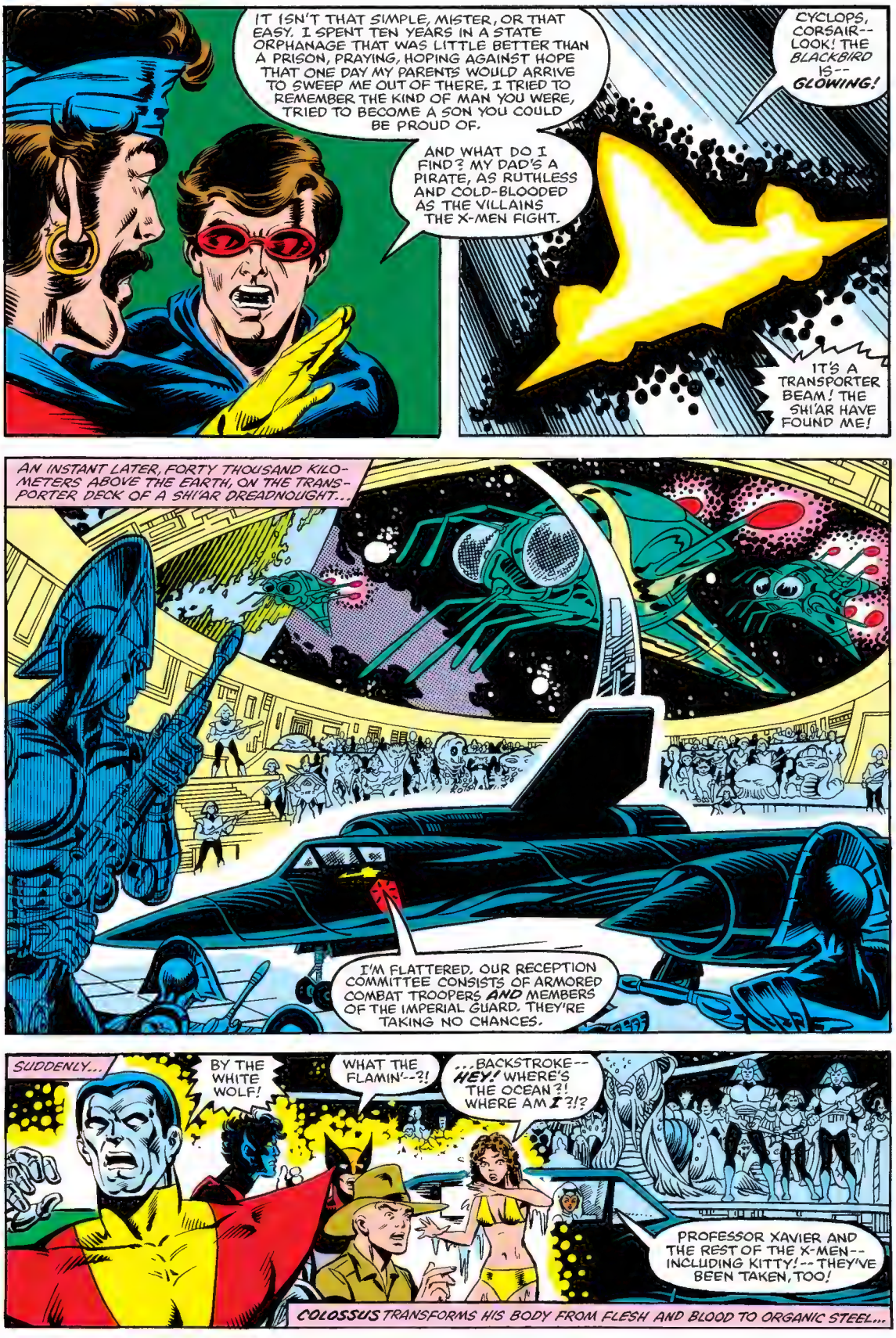
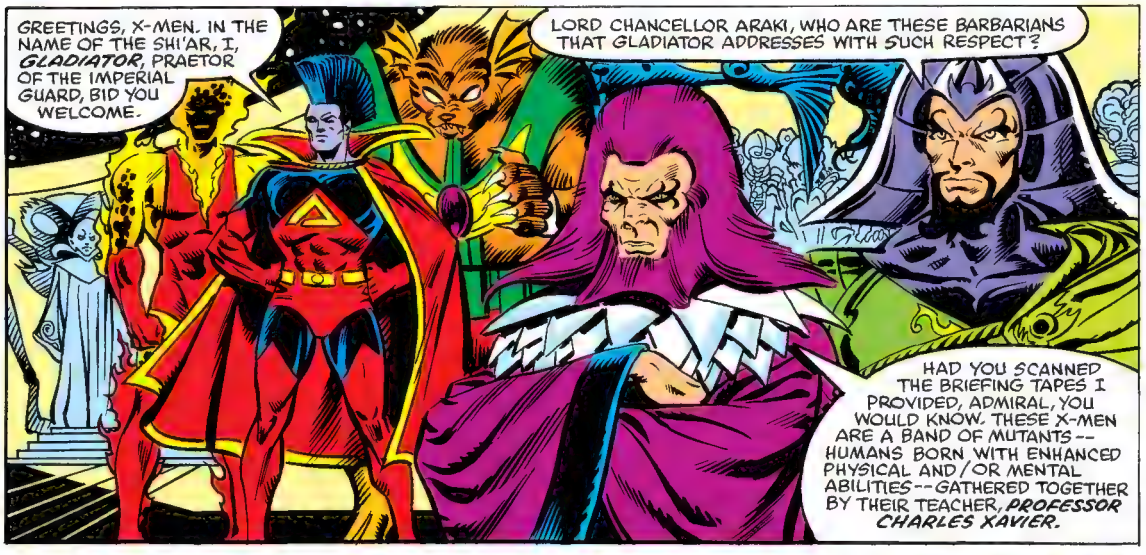
I AM.
A FRIEND DOESN'T BETRAY A TRUST, OR LIE. YOU KNEW CORSAIR WAS MY FATHER--YOU'VE KNOWN FOR MONTHS, EVER SINCE THE X-MEN FIRST MET HIM*--YET YOU NEVER TOLD ME.
AS YOU SAID, A FRIEND DOES NOT BETRAY HER TRUST.
*ISSUE #107 --L.
I PROMISED JEAN I WOULD NOT REVEAL THE TRUTH TO YOU.
WHY DIDN'T SHE TELL ME?! WE LOVED EACH OTHER--OR SO I THOUGHT--YET SHE KEPT THAT SECRET...
...EVEN WHEN OUR MINDS WERE LINKED EN RAPPORT. WHY?!
BECAUSE I ASKED HER TO.
I'D BEEN AWAY FROM EARTH TOO LONG. I HAD NO INTENTION OF GOING BACK. AND SINCE YOU'D OBVIOUSLY FORGOTTEN ME, SCOTT, I THOUGHT IT BETTER NOT TO REVEAL MYSELF AS A FATHER YOU'D SEE ONCE, BRIEFLY, AND PROBABLY NEVER AGAIN.
I THOUGHT ONLY TO SPARE YOU PAIN.
DID YOU?!!
ARE YOU SURE YOU WEREN'T MOTIVATED BY GUILT, AND SHAME AT COMING FACE-TO-FACE WITH THE CHILDREN YOU'D DESERTED?!
THAT'S UNFAIR, SCOTT. YOUR MOTHER AND I DIDN'T LEAVE YOU BY CHOICE. WE WERE KIDNAPPED BY THE SHI'AR.
TWENTY YEARS AGO!
AND IN THOSE TWO DECADES, DID YOU EVER EVEN TRY TO LEARN WHAT HAPPENED TO ALEX AND ME?!
WE THOUGHT WE KNEW. WHEN OUR PLANE WAS ATTACKED, ANNE STRAPPED YOU TWO INTO A PARACHUTE AND SHOVED YOU OUT THE ESCAPE HATCH. WE SAW THE CANOPY CATCH FIRE. WE THOUGHT YOU WERE BOTH KILLED IN THE FALL.
LATER, ANNE--YOUR MOTHER--WAS EXECUTED BEFORE MY EYES AND I WAS SOLD INTO SLAVERY. I DIDN'T COME HOME BECAUSE I FELT I HAD NOTHING TO COME HOME TO.
IS GRIEF A CRIME, SCOTT? IS IGNORANCE? IF SO, I STAND CONVICTED. DOES THAT SATISFY YOU?

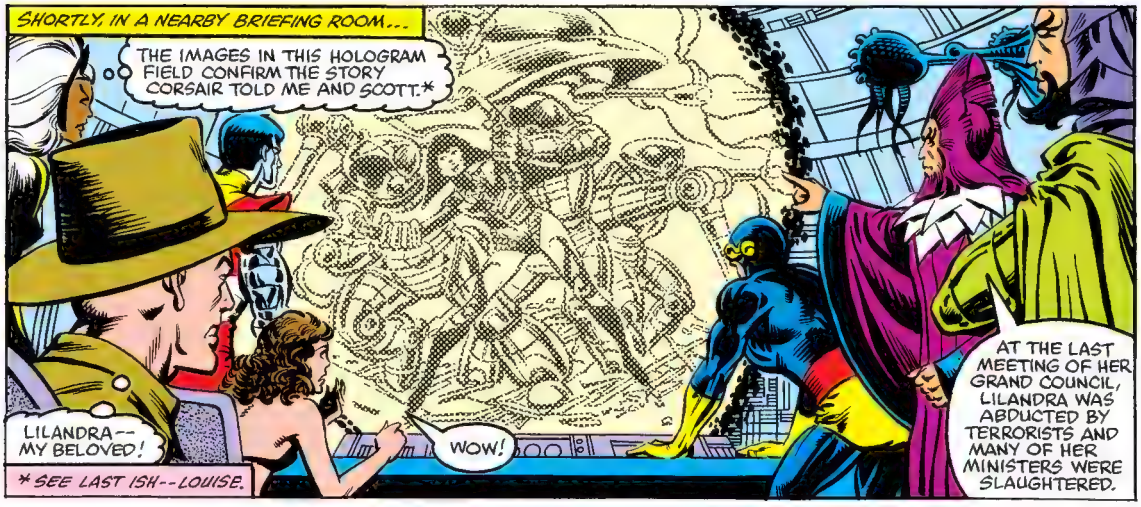

IT ISN'T THAT SIMPLE, MISTER, OR THAT EASY. I SPENT TEN YEARS IN A STATE ORPHANAGE THAT WAS LITTLE BETTER THAN A PRISON, PRAYING, HOPING AGAINST HOPE THAT ONE DAY MY PARENTS WOULD ARRIVE TO SWEEP ME OUT OF THERE. I TRIED TO REMEMBER THE KIND OF MAN YOU WERE, TRIED TO BECOME A SON YOU COULD BE PROUD OF.
AND WHAT DO I FIND? MY DAD'S A PIRATE, AS RUTHLESS AND COLD-BLOODED AS THE VILLAINS THE X-MEN FIGHT.
CYCLOPS, CORSAIR--LOOK! THE BLACKBIRD IS--GLOWING!
IT'S A TRANSPORTER BEAM! THE SHI'AR HAVE FOUND ME!
AN INSTANT LATER, FORTY THOUSAND KILOMETERS ABOVE THE EARTH, ON THE TRANSPORTER DECK OF A SHI'AR DREADNOUGHT...
I'M FLATTERED, OUR RECEPTION COMMITTEE CONSISTS OF ARMORED COMBAT TROOPERS AND MEMBERS OF THE IMPERIAL GUARD. THEY'RE TAKING NO CHANCES.
SUDDENLY...
BY THE WHITE WOLF!
WHAT THE FLAMIN'--?!
...BACKSTROKE--HEY! WHERE'S THE OCEAN?! WHERE AM I?!?
PROFESSOR XAVIER AND THE REST OF THE X-MEN--INCLUDING KITTY!--THEY'VE BEEN TAKEN, TOO!
COLOSSUS TRANSFORMS HIS BODY FROM FLESH AND BLOOD TO ORGANIC STEEL...

...WHILE WOLVERINE EXTENDS RAZOR-KEEN ADAMANTIUM CLAWS FROM HOUSINGS BUILT INTO HIS FOREARMS...
COLOSSUS, NIGHTCRAWLER--COVER CHARLEY AND THE KID!
NO, WOLVERINE. SHEATHE YOUR CLAWS. MY TELEPATHIC ABILITIES REVEAL THAT WE ARE IN NO IMMEDIATE DANGER.
HERR PROFESSOR, SEE WHO'S WITH CYCLOPS AND STORM!
I'VE NEVER SENSED SUCH TURMOIL IN SCOTT'S THOUGHTS--AND NO WONDER! CORSAIR IS HIS FATHER?!?
I'M GLAD TO SEE YOU, PROFESSOR, ALTHOUGH I COULD WISH FOR BETTER CIRCUMSTANCES.


GREETINGS, X-MEN. IN THE NAME OF THE SHI'AR, I, GLADIATOR, PRAETOR OF THE IMPERIAL GUARD, BID YOU WELCOME.
LORD CHANCELLOR ARAKI, WHO ARE THESE BARBARIANS THAT GLADIATOR ADDRESSES WITH SUCH RESPECT?
HAD YOU SCANNED THE BRIEFING TAPES I PROVIDED, ADMIRAL, YOU WOULD KNOW. THESE X-MEN ARE A BAND OF MUTANTS--HUMANS BORN WITH ENHANCED PHYSICAL AND/OR MENTAL ABILITIES--GATHERED TOGETHER BY THEIR TEACHER, PROFESSOR CHARLES XAVIER.

"THOUGH FEARED AND HATED BY MANY OF THEIR FELLOW TERRANS, THEY ARE A FORCE FOR JUSTICE ON THEIR WORLD."
REMAIN CALM, X-MEN. I KNOW THERE IS NO LOVE LOST BETWEEN US AND THE SHI'AR, BUT WE WILL NOT FIGHT UNLESS PROVOKED.
RIGHT NOW, CHARLEY, I'M FEELIN' REAL PROVOKED.

CONTROL YOURSELF, WOLVERINE. THAT IS AN ORDER.
ARAKI, WHAT IS THE MEANING OF THIS?! WHY ARE WE HERE? I DEMAND AN IMMEDIATE AUDIENCE WITH EMPRESS LILANDRA.
THAT IS NOT POSSIBLE, XAVIER. IF YOU WOULD LEARN THE REASON WHY--FOLLOW ME.


SHORTLY, IN A NEARBY BRIEFING ROOM...
THE IMAGES IN THIS HOLOGRAM FIELD CONFIRM THE STORY CORSAIR TOLD ME AND SCOTT.*
LILANDRA-- MY BELOVED!
WOW!
AT THE LAST MEETING OF HER GRAND COUNCIL, LILANDRA WAS ABDUCTED BY TERRORISTS AND MANY OF HER MINISTERS WERE SLAUGHTERED.
* SEE LAST ISH--LOUISE.

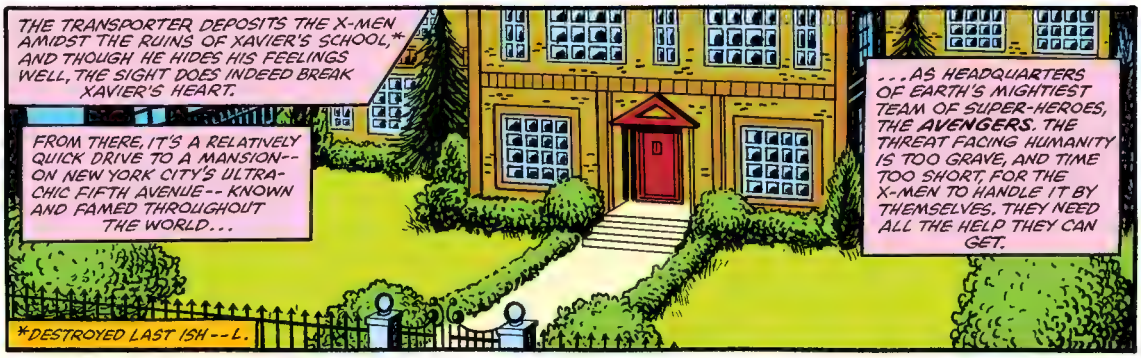
IS SHE DEAD?! NO, SHE CAN'T BE-- OTHERWISE, I'D HAVE SENSED IT THROUGH THE RAPPORT WE SHARE.
WHO IS RESPONSIBLE FOR THIS OUTRAGE, ARAKI? WHY DID THEY DO IT? WHERE HAVE THEY TAKEN HER?!
WHO CARES? THIS IS A SHI'AR PROBLEM, CHARLEY. IT'S NONE OF OUR CONCERN.

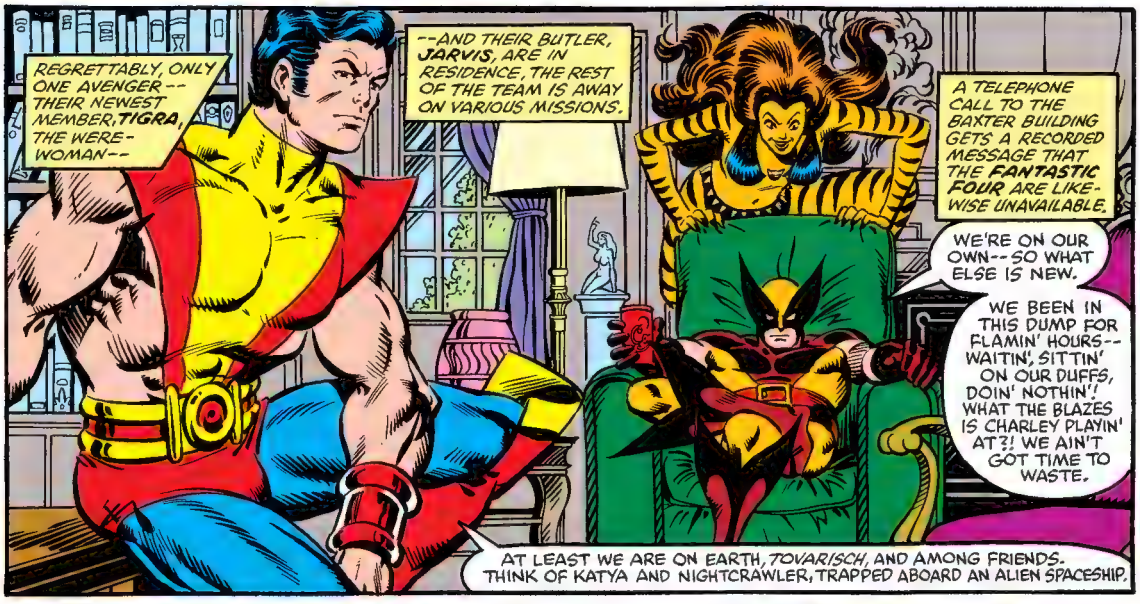
WRONG, WOLVERINE. IT IS VERY MUCH YOUR CONCERN.
THE TRAIL LEADS TO EARTH, THE EVIDENCE IMPLICATES INHABITANTS ON YOUR WORLD.
ARE YOU SERIOUS?! WE CAN BARELY FLY TO THE FLAMIN' MOON, BUB. YOU CLOWNS LIVE IN ANOTHER GALAXY!

SUPPOSE LILANDRA IS HERE, WHAT DO YOU PROPOSE TO DO ABOUT IT?
LIBERATE HER IF SHE IS ALIVE. AVENGE HER IF SHE IS NOT. CORSAIR IS ONE OF THE CONSPIRATORS. HE WILL BE PUNISHED FOR HIS TREASON. WE WILL USE XAVIER'S PSYCHIC BOND WITH THE EMPRESS TO ENABLE US TO LOCATE HER.
THEN WE WILL SEND A FORCE OF IMPERIAL GUARD AND COMBAT TROOPERS TO EFFECT HER RELEASE.

NO! I AM SHIVARN'N HALANAU--THE IMPERIAL CONSORT. I FORBID THAT COURSE OF ACTION. IT WOULD CERTAINLY RESULT IN LILANDRA'S DEATH AND THE DESTRUCTION OF LIVES AND PROPERTY ON EARTH AS WELL.
YOU ARE BARBARIANS, LACKING EVEN A RUDIMENTARY WORLD GOVERNMENT. YOUR LIVES, YOUR PUNY PLANET, MEAN NOTHING TO THE SHI'AR.
DO YOU DEFY MY LAWFUL COMMAND, ADMIRAL?

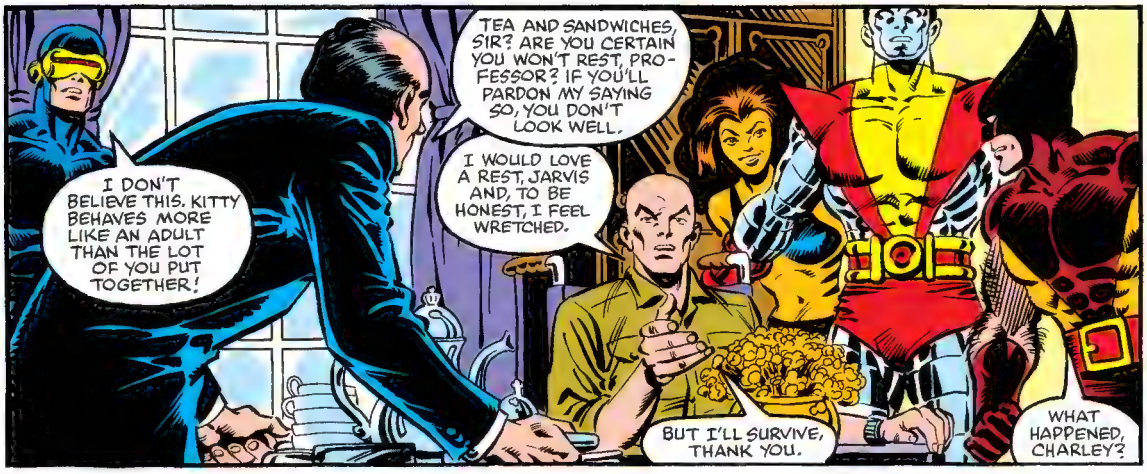
YOU ARE CONSORT, XAVIER, LILANDRA'S CHOSEN LIFEMATE. YOUR ORDER WILL BE OBEYED--TO A POINT.
I WILL WITHHOLD IMPERIAL ACTION FOR ONE ROTATION OF YOUR WORLD ABOUT ITS PLANETARY AXIS...
...TO ALLOW YOUR X-MEN AN OPPORTUNITY TO RESCUE THE EMPRESS. AFTER THAT, HOWEVER, I SHALL TAKE WHATEVER ACTION I AND ADMIRAL LORD SAMEDAR DEEM APPROPRIATE.
AS A GUARANTEE OF YOUR GOOD FAITH, I REQUIRE TWO OF YOUR STUDENTS TO REMAIN HERE AS HOSTAGES.
DO YOU DOUBT MY WORD, ARAKI, OR MY LOVE FOR LILANDRA?!
THESE ARE DANGEROUS TIMES, XAVIER. I DOUBT EVERYTHING AND EVERYONE.
CYCLOPS, I'D APPRECIATE YOUR SUGGESTIONS IN THIS MATTER. AND YOURS ALSO, STORM, OF COURSE.
I AM TEAM LEADER, NOW, YET THE PROFESSOR ASKS SCOTT FIRST. AS SCOTT SAID, OLD HABITS DO DIE HARD.
THE CONFERENCE IS BRIEF, THE DECISION RELUCTANTLY UNANIMOUS.
I'M SCARED, PROFESSOR.
BUCK UP, KATZCHEN. I'LL PROTECT YOU.
THERE'S NO NEED TO WORRY, KITTY.
I MUST ACT QUICKLY--UNDER COVER OF OUR FAREWELL EMBRACE--TO FORGE A MIND-LINK WITH KITTY...
OH!
KATYA!
...AND FILL HER BRAIN WITH ALL MY KNOWLEDGE OF THE SHI'AR. FORGIVE ME, CHILD. I KNOW THIS SUDDEN, UNEXPECTED INFLUX OF DATA SEEMS OVERWHELMING, BUT IT MAY SAVE OUR LIVES, AND OUR WORLD.
SHE IS ALL RIGHT, X-MEN. SHE MERELY FAINTED.
I HAVE SET YOU AND KITTY AN IMPOSSIBLE TASK, NIGHTCRAWLER. SO MUCH DEPENDS ON YOUR SKILL, YOUR INTELLIGENCE, YOUR COURAGE.
YOU MAY COUNT ON US, PROFESSOR.
AUF WEIDERSEHN, MEINE FREUNDE. LORD GRANT WE MEET AGAIN.

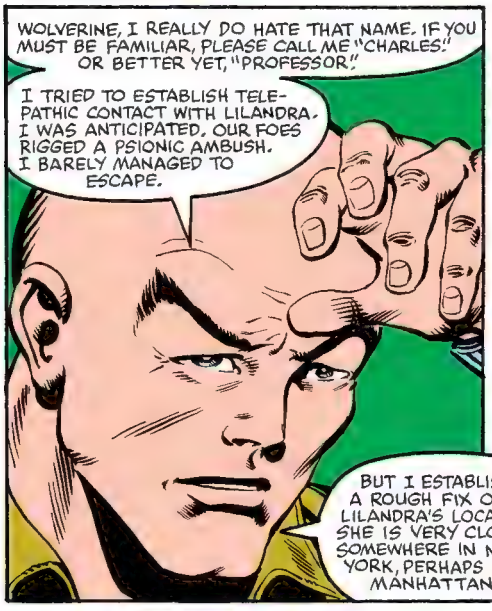

THE TRANSPORTER DEPOSITS THE X-MEN AMIDST THE RUINS OF XAVIER'S SCHOOL,* AND THOUGH HE HIDES HIS FEELINGS WELL, THE SIGHT DOES INDEED BREAK XAVIER'S HEART.
FROM THERE, IT'S A RELATIVELY QUICK DRIVE TO A MANSION-- ON NEW YORK CITY'S ULTRA-CHIC FIFTH AVENUE-- KNOWN AND FAMED THROUGHOUT THE WORLD...
...AS HEADQUARTERS OF EARTH'S MIGHTIEST TEAM OF SUPER-HEROES, THE AVENGERS. THE THREAT FACING HUMANITY IS TOO GRAVE, AND TIME TOO SHORT, FOR THE X-MEN TO HANDLE IT BY THEMSELVES. THEY NEED ALL THE HELP THEY CAN GET.
*DESTROYED LAST ISH--L.


REGRETTABLY, ONLY ONE AVENGER-- THEIR NEWEST MEMBER, TIGRA, THE WERE-WOMAN--
--AND THEIR BUTLER, JARVIS, ARE IN RESIDENCE, THE REST OF THE TEAM IS AWAY ON VARIOUS MISSIONS.
A TELEPHONE CALL TO THE BAXTER BUILDING GETS A RECORDED MESSAGE THAT THE FANTASTIC FOUR ARE LIKE-WISE UNAVAILABLE.
WE'RE ON OUR OWN-- SO WHAT ELSE IS NEW.
WE BEEN IN THIS DUMP FOR FLAMIN' HOURS-- WAITIN', SITTIN' ON OUR DUFFS, DOIN' NOTHIN'! WHAT THE BLAZES IS CHARLEY PLAYIN' AT?! WE AIN'T GOT TIME TO WASTE.
AT LEAST WE ARE ON EARTH, TOVARISCH, AND AMONG FRIENDS. THINK OF KATYA AND NIGHTCRAWLER, TRAPPED ABOARD AN ALIEN SPACESHIP.

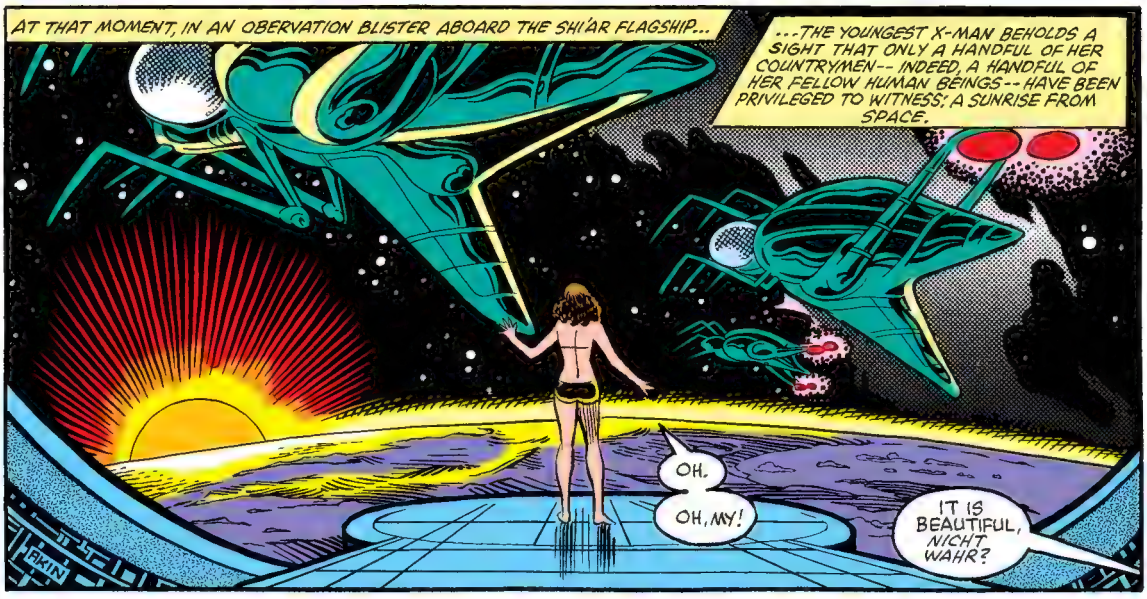
CHEER UP, BUNKIES! NO SENSE LETTING DOOM-AN'-GLOOM RULE THE DAY--
YRRROWL?!?
BACK OFF, LADY CAT.
I AIN'T IN THE MOOD.
SNIKT

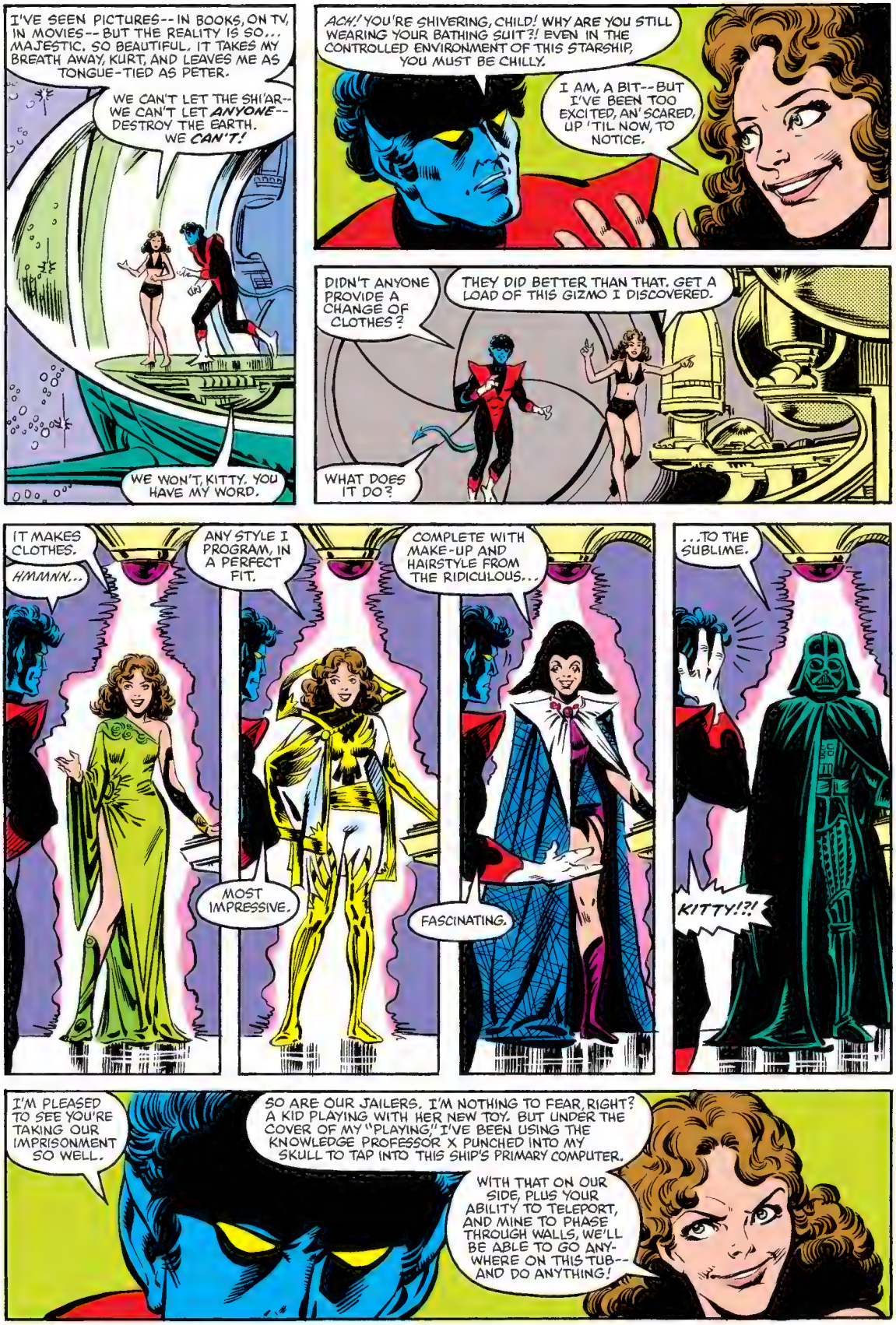
AND I DON'T SCARE EASY! YOU WANT TO MATCH YOUR CLAWS AGAINST MINE, PIPSQUEAK?!
HEY!
YOU EAGER TO LOSE ALL YOUR NINE LIVES AT ONCE, SWEET-HEART?!
WOLVERINE, TIGRA--STOP THIS!


I DON'T BELIEVE THIS. KITTY BEHAVES MORE LIKE AN ADULT THAN THE LOT OF YOU PUT TOGETHER!
TEA AND SANDWICHES, SIR? ARE YOU CERTAIN YOU WON'T REST, PROFESSOR? IF YOU'LL PARDON MY SAYING SO, YOU DON'T LOOK WELL.
I WOULD LOVE A REST, JARVIS AND, TO BE HONEST, I FEEL WRETCHED.
BUT I'LL SURVIVE, THANK YOU.
WHAT HAPPENED, CHARLEY?


WOLVERINE, I REALLY DO HATE THAT NAME. IF YOU MUST BE FAMILIAR, PLEASE CALL ME "CHARLES." OR BETTER YET, "PROFESSOR."
I TRIED TO ESTABLISH TELEPATHIC CONTACT WITH LILANDRA. I WAS ANTICIPATED. OUR FOES RIGGED A PSIONIC AMBUSH. I BARELY MANAGED TO ESCAPE.
BUT I ESTABLISHED A ROUGH FIX ON LILANDRA'S LOCATION. SHE IS VERY CLOSE-- SOMEWHERE IN NEW YORK, PERHAPS EVEN MANHATTAN.

WHEN I AM RESTED, I SHALL MAKE ANOTHER ATTEMPT TO REACH HER. BY THE WAY, WHERE IS CORSAIR? I HAVE SOME QUESTIONS FOR HIM.
I MARK HIS SCENT, CHARLEY, BUT IT'S REAL FAINT. HE ISN'T IN THE HOUSE.
NEITHER IS STORM. THEY'RE BOTH GONE. BUT IF IT'S THAT URGENT, I CAN TRACK 'EM, NO SWEAT.


AT THAT MOMENT, IN AN OBERVATION BLISTER ABOARD THE SHI'AR FLAGSHIP...
...THE YOUNGEST X-MAN BEHOLDS A SIGHT THAT ONLY A HANDFUL OF HER COUNTRYMEN-- INDEED, A HANDFUL OF HER FELLOW HUMAN BEINGS-- HAVE BEEN PRIVILEGED TO WITNESS: A SUNRISE FROM SPACE.
OH.
OH, MY!
IT IS BEAUTIFUL, NICHT WAHR?


I'VE SEEN PICTURES--IN BOOKS, ON TV, IN MOVIES--BUT THE REALITY IS SO... MAJESTIC. SO BEAUTIFUL. IT TAKES MY BREATH AWAY, KURT, AND LEAVES ME AS TONGUE-TIED AS PETER.
WE CAN'T LET THE SHI'AR--WE CAN'T LET ANYONE--DESTROY THE EARTH. WE CAN'T!
WE WON'T, KITTY. YOU HAVE MY WORD.
ACK! YOU'RE SHIVERING, CHILD! WHY ARE YOU STILL WEARING YOUR BATHING SUIT?! EVEN IN THE CONTROLLED ENVIRONMENT OF THIS STARSHIP, YOU MUST BE CHILLY.
I AM, A BIT--BUT I'VE BEEN TOO EXCITED, AN' SCARED, UP 'TIL NOW, TO NOTICE.
DIDN'T ANYONE PROVIDE A CHANGE OF CLOTHES?
THEY DID BETTER THAN THAT. GET A LOAD OF THIS GIZMO I DISCOVERED.
WHAT DOES IT DO?
IT MAKES CLOTHES.
HMMMN...
ANY STYLE I PROGRAM, IN A PERFECT FIT.
COMPLETE WITH MAKE-UP AND HAIRSTYLE FROM THE RIDICULOUS...
...TO THE SUBLIME.
MOST IMPRESSIVE.
FASCINATING.
KITTY!?!
I'M PLEASED TO SEE YOU'RE TAKING OUR IMPRISONMENT SO WELL.
SO ARE OUR JAILERS. I'M NOTHING TO FEAR, RIGHT? A KID PLAYING WITH HER NEW TOY. BUT UNDER THE COVER OF MY "PLAYING," I'VE BEEN USING THE KNOWLEDGE PROFESSOR X PUNCHED INTO MY SKULL TO TAP INTO THIS SHIP'S PRIMARY COMPUTER.
WITH THAT ON OUR SIDE, PLUS YOUR ABILITY TO TELEPORT, AND MINE TO PHASE THROUGH WALLS, WE'LL BE ABLE TO GO ANYWHERE ON THIS TUB--AND DO ANYTHING!

IT'S SO DIFFERENT, ORORO. SO MUCH BIGGER, MORE CROWDED. THE LAST TIME I VISITED NEW YORK, NONE OF THESE BUILDINGS EXISTED. THE ENTIRE FACE OF THE CITY--OF THE COUNTRY, OF THE WORLD--HAS CHANGED, ALMOST BEYOND BELIEF.
AND YET, IT ALL SEEMS SO PRIMITIVE TO ME.
I'VE BEEN SO FAR, SEEN SO MUCH. MY WORLD ISN'T... MINE ANYMORE.
I'VE HEARD SIMILAR SENTIMENTS FROM COLOSSUS.
E57 ST
DON'T WALK

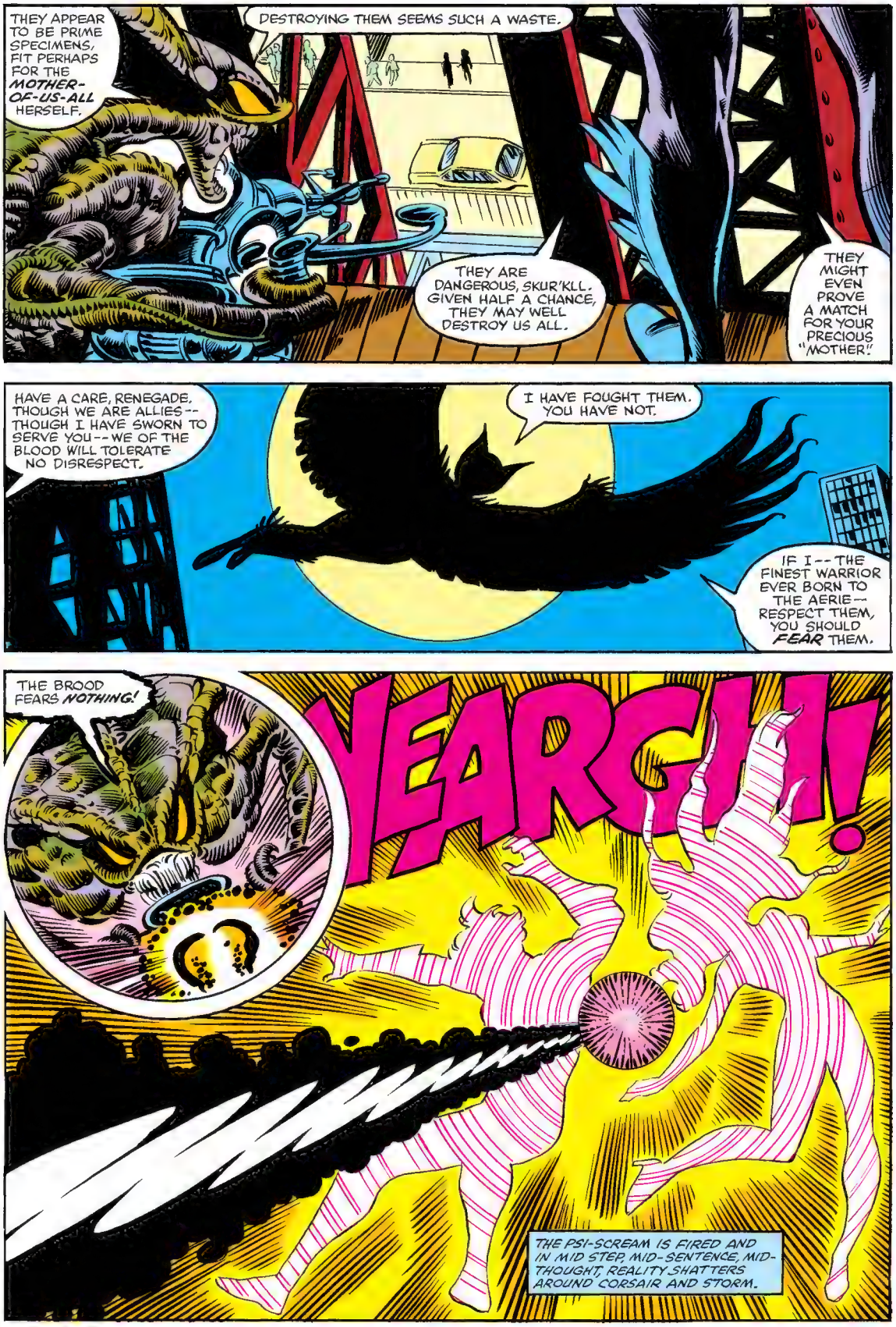
BECAUSE OF HIS EXPERIENCES AS AN X-MAN, PETER FEARS HE HAS LOST FOREVER THE SIMPLE FARMER'S LIFE HE ONCE ENJOYED. IN HIS HEART, HE KNOWS HE CAN NEVER TRULY RETURN TO THAT. HE WILL NOT--CANNOT--EXCHANGE WHAT HE HAS, WHAT HE IS, FOR WHAT HE ONCE WAS.
NONE OF US CAN.

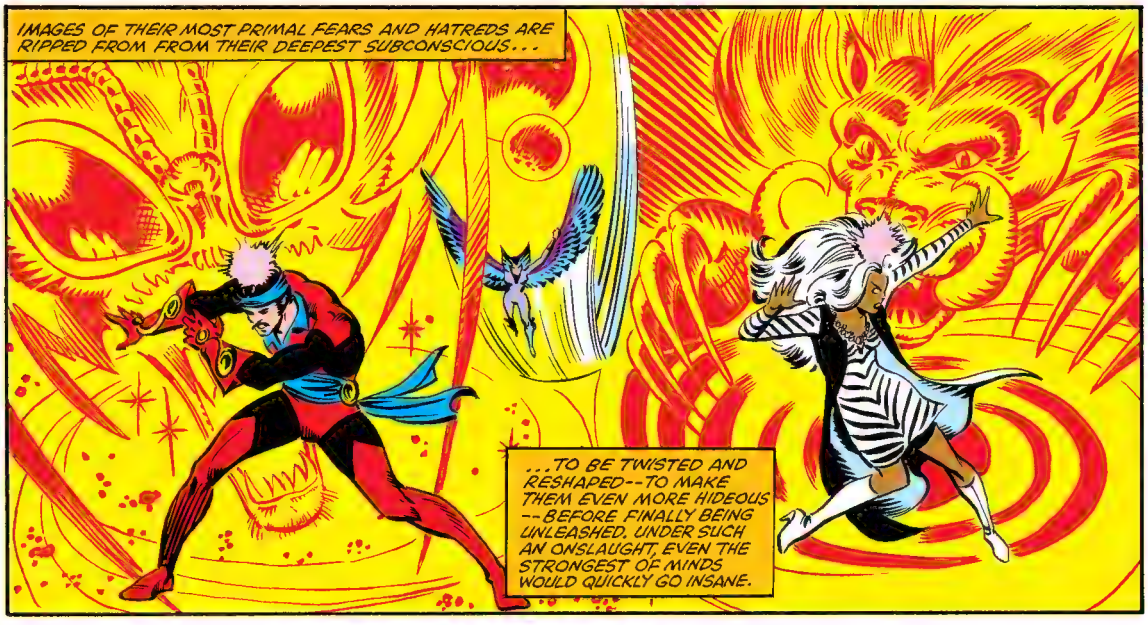
SCOTT WAS RIGHT. I SHOULD HAVE TRIED TO COME BACK. BUT WHEN ANNE DIED--I DIED. HOW DO I EXPLAIN A LOSS LIKE THAT, AND WHAT IT DOES TO A MAN?
HE WOULD UNDERSTAND.
NO. TO UNDERSTAND, YOU HAVE TO LIVE THROUGH IT.
PRECISELY.

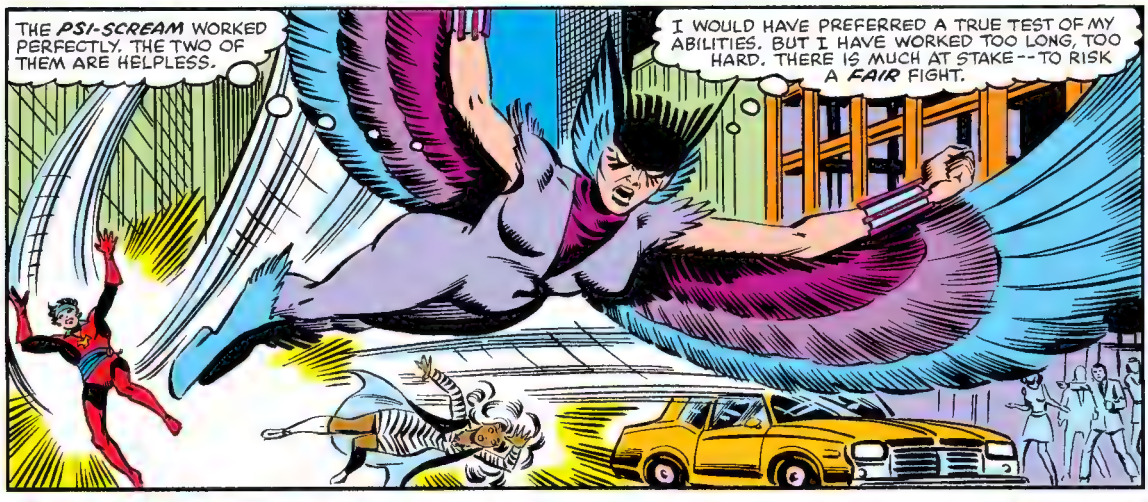
HE WAS IN LOVE WITH JEAN GREY--PHOENIX. I DIDN'T SEE HER AMONG THE OTHER X-MEN.
SHE IS DEAD, CHRISTOPHER.
OH, MY POOR BOY. THEY WERE SO HAPPY, SO... RIGHT TOGETHER. HOW DID IT HAPPEN?
575

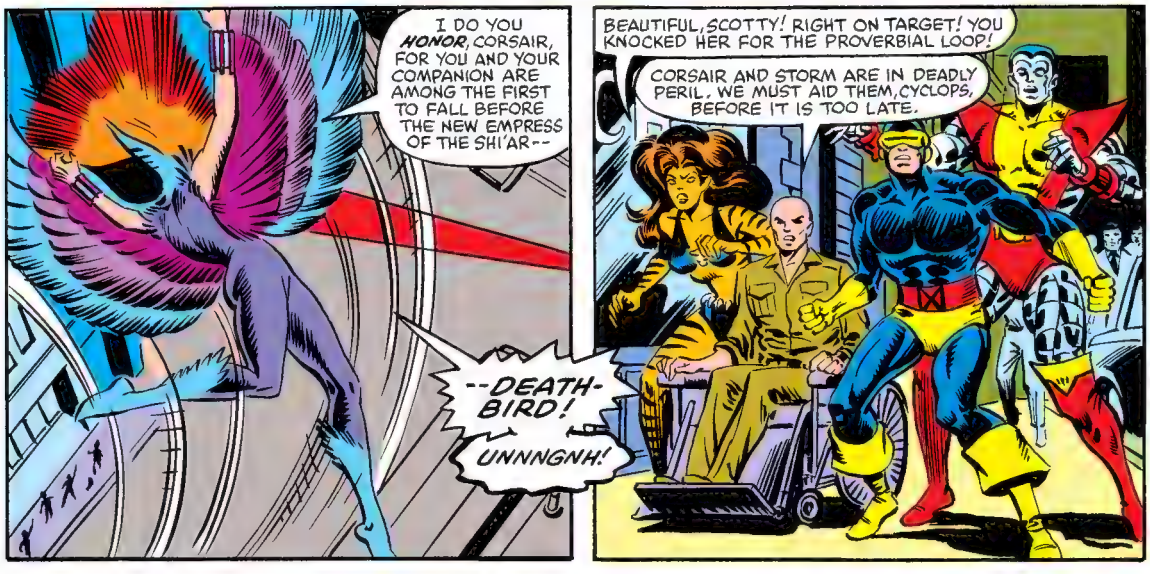
MEANWHILE, IN A CONSTRUCTION SITE ACROSS MADISON AVENUE...
TARGET IN SIGHT, MILADY.
AND SO, ONCE MORE THE STORY OF DARK PHOENIX IS TOLD.

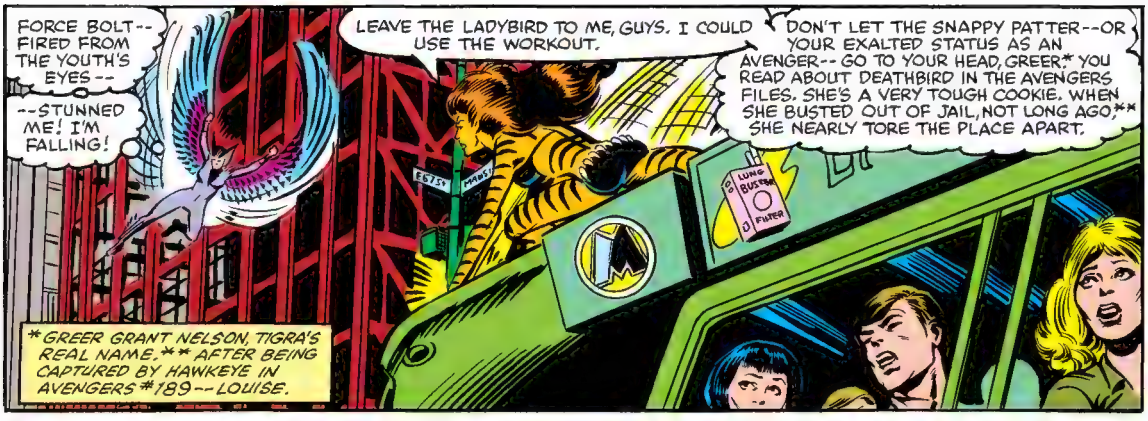
AT YOUR COMMAND, CORSAIR DIES--
--AND THE TERRAN WIND-RIDER WITH HIM!


THEY APPEAR TO BE PRIME SPECIMENS, FIT PERHAPS FOR THE MOTHER-OF-US-ALL HERSELF.
DESTROYING THEM SEEMS SUCH A WASTE.
THEY ARE DANGEROUS, SKUR'KLL. GIVEN HALF A CHANCE, THEY MAY WELL DESTROY US ALL.
THEY MIGHT EVEN PROVE A MATCH FOR YOUR PRECIOUS "MOTHER!"
HAVE A CARE, RENEGADE, THOUGH WE ARE ALLIES -- THOUGH I HAVE SWORN TO SERVE YOU -- WE OF THE BLOOD WILL TOLERATE NO DISRESPECT.
I HAVE FOUGHT THEM. YOU HAVE NOT.
IF I -- THE FINEST WARRIOR EVER BORN TO THE AERIE -- RESPECT THEM, YOU SHOULD FEAR THEM.
THE BROOD FEARS NOTHING!
YEARGH!
THE PSI-SCREAM IS FIRED AND IN MID STEP, MID-SENTENCE, MID-THOUGHT, REALITY SHATTERS AROUND CORSAIR AND STORM.

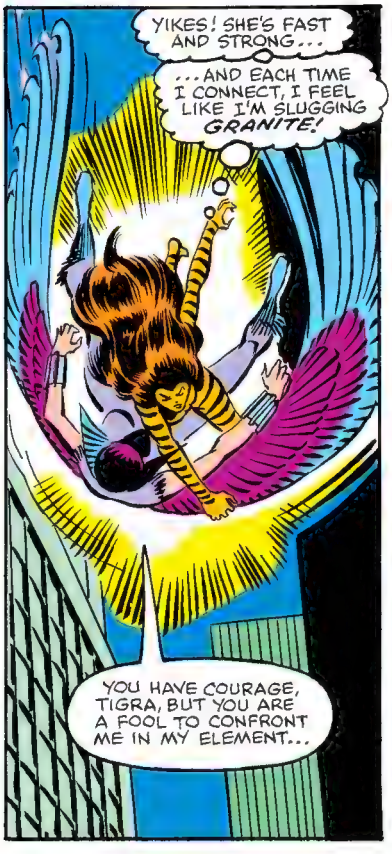

IMAGES OF THEIR MOST PRIMAL FEARS AND HATREDS ARE RIPPED FROM FROM THEIR DEEPEST SUBCONSCIOUS...
...TO BE TWISTED AND RESHAPED--TO MAKE THEM EVEN MORE HIDEOUS --BEFORE FINALLY BEING UNLEASHED. UNDER SUCH AN ONSLAUGHT, EVEN THE STRONGEST OF MINDS WOULD QUICKLY GO INSANE.


THE PSI-SCREAM WORKED PERFECTLY. THE TWO OF THEM ARE HELPLESS.
I WOULD HAVE PREFERRED A TRUE TEST OF MY ABILITIES. BUT I HAVE WORKED TOO LONG, TOO HARD. THERE IS MUCH AT STAKE--TO RISK A FAIR FIGHT.


I DO YOU HONOR, CORSAIR, FOR YOU AND YOUR COMPANION ARE AMONG THE FIRST TO FALL BEFORE THE NEW EMPRESS OF THE SHI'AR--
--DEATH-BIRD!
UNNNGNH!
BEAUTIFUL, SCOTTY! RIGHT ON TARGET! YOU KNOCKED HER FOR THE PROVERBIAL LOOP!
CORSAIR AND STORM ARE IN DEADLY PERIL. WE MUST AID THEM, CYCLOPS, BEFORE IT IS TOO LATE.


FORCE BOLT--FIRED FROM THE YOUTH'S EYES--
--STUNNED ME! I'M FALLING!
LEAVE THE LADYBIRD TO ME, GUYS. I COULD USE THE WORKOUT.
DON'T LET THE SNAPPY PATTER--OR YOUR EXALTED STATUS AS AN AVENGER--GO TO YOUR HEAD, GREER.* YOU READ ABOUT DEATHBIRD IN THE AVENGERS FILES. SHE'S A VERY TOUGH COOKIE. WHEN SHE BUSTED OUT OF JAIL, NOT LONG AGO,** SHE NEARLY TORE THE PLACE APART.
*GREER GRANT NELSON, TIGRA'S REAL NAME.** AFTER BEING CAPTURED BY HAWKEYE IN AVENGERS #189--LOUISE.

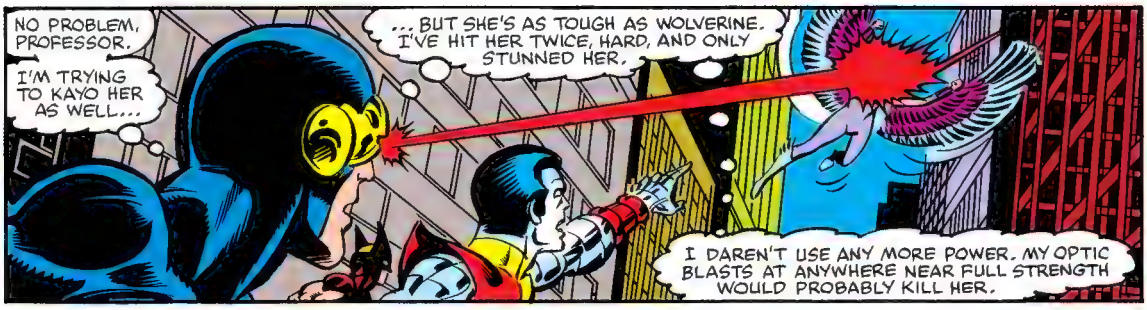
HOWDY-DOODY, FLYGAL. I'M TIGRA, NEW HERO ON THE BLOCK!
I'M YOUR BASIC CAT BY NATURE--AND YOU'LL NEVER GUESS WHAT WE DO TO CANARIES.
I NEITHER KNOW NOR CARE, HATCHLING. BUT IF THAT IS A THREAT--
--IT IS A HOLLOW ONE!

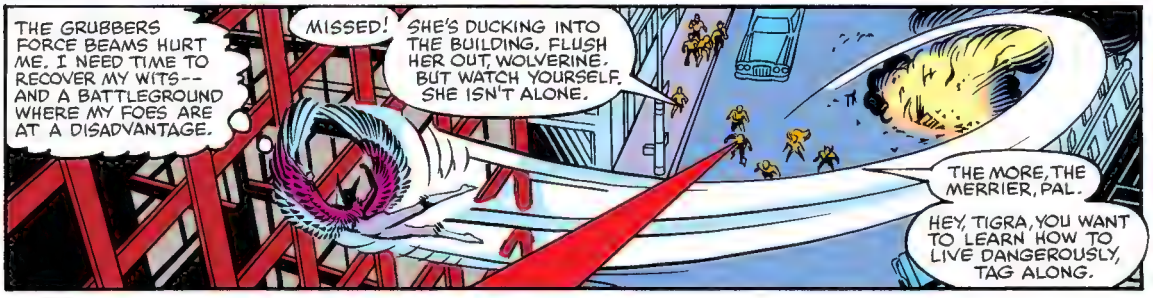

YIKES! SHE'S FAST AND STRONG...
...AND EACH TIME I CONNECT, I FEEL LIKE I'M SLUGGING GRANITE!
YOU HAVE COURAGE, TIGRA, BUT YOU ARE A FOOL TO CONFRONT ME IN MY ELEMENT...

...SO FAR, FAR AWAY FROM YOUR OWN.
WHOOPS!

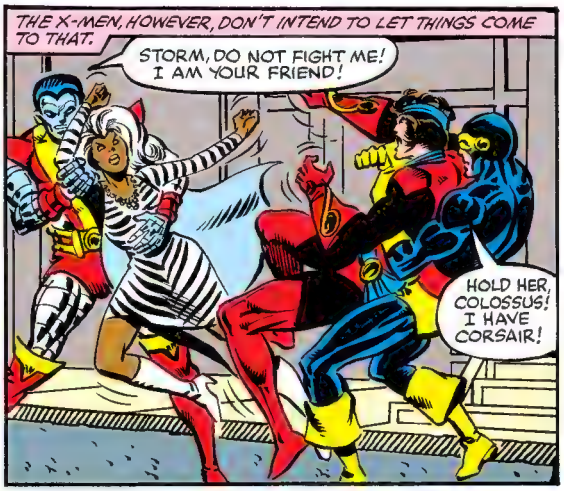
NICE TRY, LADYBIRD. BUT SPEAKING AS ONE OF THE WORLD'S PREMIER GYMNASTS...
...I DON'T SNUFF THAT EASILY!

MOST IMPRESSIVE, FOR A FINAL PERFORMANCE.
WITH PRACTICED EASE, DEATHBIRD UNCLIPS A PAIR OF JAVELINS FROM HER GAUNTLETS...
...AND EXTENDS THEM TO FULL SIZE.
MY ENERGY JAVELINS WILL LEAVE NOTHING LEFT OF THE LOT OF YOU--
--SAVE ASHES!
PROFESSOR--LOOK OUT!
WHUNFFF!!
SKANG
COLOSSUS!
YOW! THAT'LL TEACH SOMEONE WHERE NOT TO PARK.
KRAKOW!
THAT "SOMEONE" IS ME, LADY! AN' THOSE FREAKS ARE GONNA PAY FOR WHAT THEY DID!
I'M CALLIN' THE COPS!
THE POLICE WON'T BE ABLE TO COPE WITH DEATHBIRD'S ADVANCED WEAPONRY.
AND SHE ISN'T ALONE, EITHER, STORM AND CORSAIR WERE FIRED ON BY A SNIPER HIDDEN INSIDE THE IBM CONSTRUCTION SITE.
DEATHBIRD MUST BE DISARMED, CYCLOPS, BEFORE SHE INJURES ANY INNOCENT BYSTANDERS, AND TO ALLOW ME AN OPPORTUNITY TO HEAL OUR STRICKEN FRIENDS.


NO PROBLEM, PROFESSOR.
I'M TRYING TO KAYO HER AS WELL...
...BUT SHE'S AS TOUGH AS WOLVERINE. I'VE HIT HER TWICE, HARD, AND ONLY STUNNED HER.
I DAREN'T USE ANY MORE POWER. MY OPTIC BLASTS AT ANYWHERE NEAR FULL STRENGTH WOULD PROBABLY KILL HER.

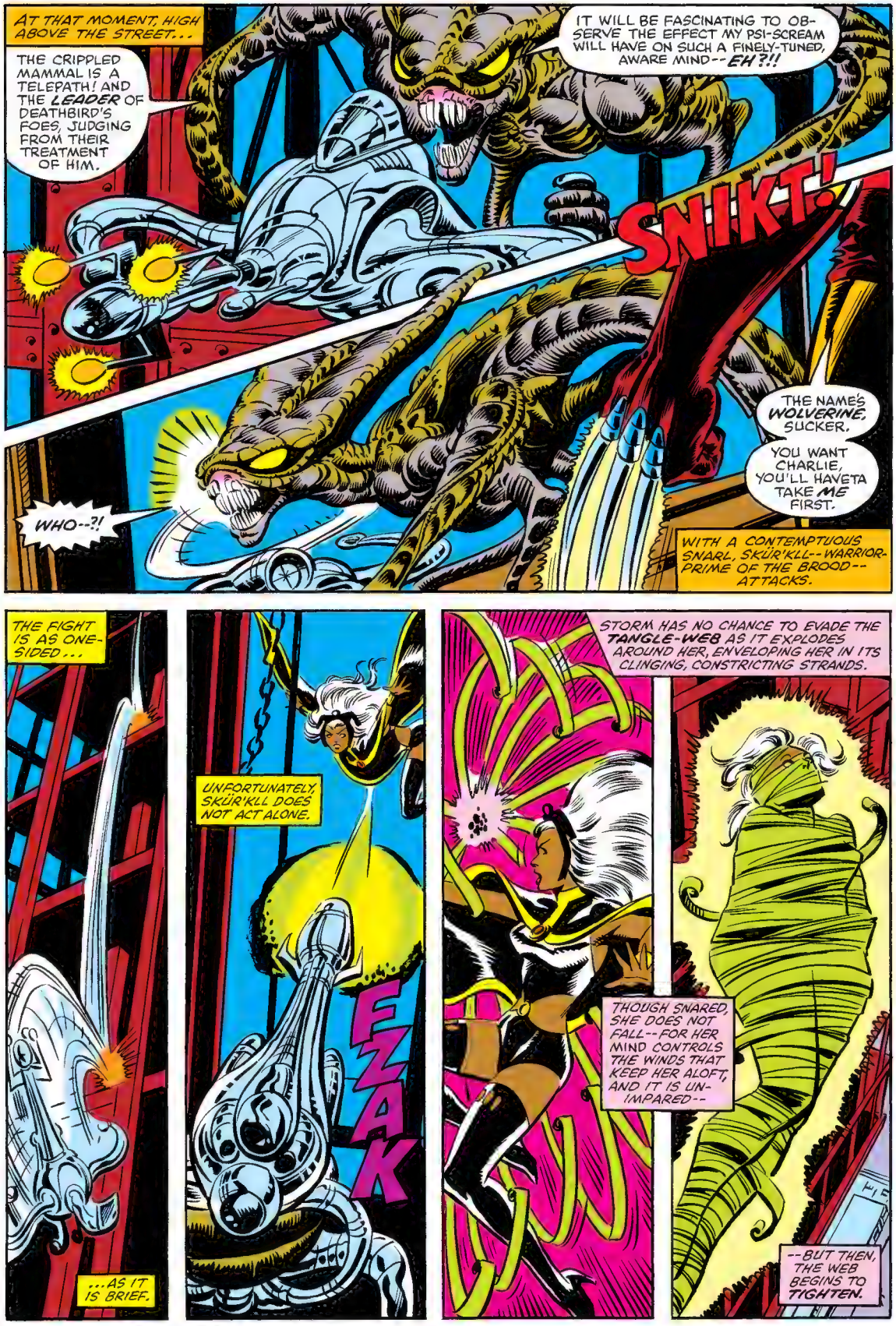

THE GRUBBERS FORCE BEAMS HURT ME. I NEED TIME TO RECOVER MY WITS-- AND A BATTLEGROUND WHERE MY FOES ARE AT A DISADVANTAGE.
MISSED!
SHE'S DUCKING INTO THE BUILDING. FLUSH HER OUT, WOLVERINE. BUT WATCH YOURSELF. SHE ISN'T ALONE.
THE MORE, THE MERRIER, PAL.
HEY, TIGRA, YOU WANT TO LEARN HOW TO LIVE DANGEROUSLY, TAG ALONG.

MEANWHILE, OBLIVIOUS TO THE CONFLICT RAGING ABOUT THEM, STORM AND CORSAIR ARE ENGAGED IN A PRIVATE WAR OF THEIR OWN, WAGED WITH ALL THE RUTHLESS FEROCITY THE HUMAN HEART AND SOUL ARE CAPABLE OF.
LEFT UNCHECKED, THEIR FIGHT WOULD NOT END UNTIL ONE OR BOTH OF THEM LAY DEAD.

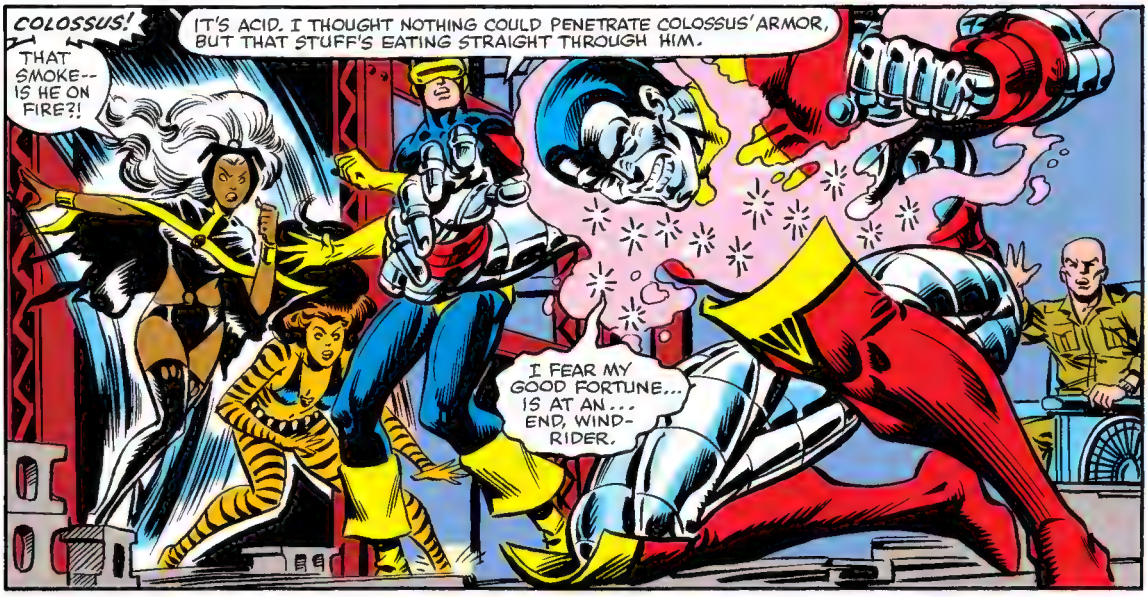

THE X-MEN, HOWEVER, DON'T INTEND TO LET THINGS COME TO THAT.
STORM, DO NOT FIGHT ME! I AM YOUR FRIEND!
HOLD HER, COLOSSUS! I HAVE CORSAIR!

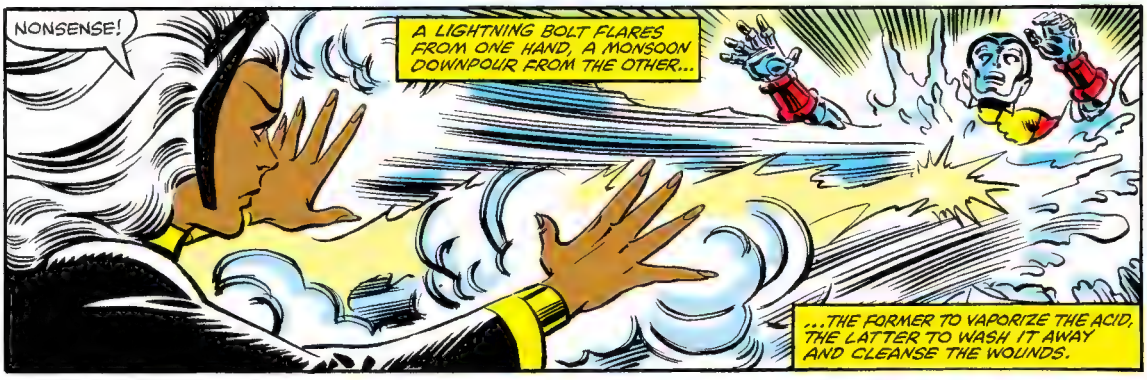
YOU!
I'VE WAITED--PRAYED--FOR THIS MOMENT, D'KEN! AS YOU KILLED MY WIFE, YEARS AGO--
--NOW I'LL KILL YOU!!
CORSAIR-- NO!
HE THINKS I'M THE SHI'AR EMPEROR!

I COULD HURL HIM OFF WITH AN OPTIC BLAST, BUT I DON'T WANT TO HURT HIM. I...
...I--CAN'T.
AND YOU SHALL NOT, CYCLOPS. AN ENERGY BEAM WAS USED TO WARP STORM'S AND CORSAIR'S PERCEPTIONS. NOW THAT I HAVE ISOLATED ITS COMPONENT ELEMENTS...
...I CAN USE MY OWN MENTAL ABILITIES TO COUNTERACT IT.
TO THOSE WATCHING, THE CURE SEEMS INSTANTANEOUS.
ONLY XAVIER--AND THE TWO HE SAVED--KNOW HOW FIERCE HIS STRUGGLE WAS, HOW SLIM HIS MARGIN OF VICTORY.
WHAT...? WHO...? SCOTT!
KOFF!
KOFF!
REMIND ME... NEVER TO MAKE YOU MAD, CORSAIR. YOU...PLAY FOR KEEPS.
I...I ALMOST--OH, NO, OH, SCOTT, I'M SO SORRY. PERHAPS YOUR FEELINGS ABOUT ME ARE JUSTIFIED,
AND PERHAPS...I PASSED JUDGEMENT BEFORE ALL THE EVIDENCE WAS IN.
THIS WASN'T YOUR FAULT. ONE OF DEATHBIRD'S FLUNKIES FIRED A RAY THAT MADE YOU AND STORM CRAZY.
DEATHBIRD?!
SHE'S PART OF THE REASON I CAME TO EARTH. THE STARJAMMERS LEARNED THAT SHE'S A GUIDING FORCE BEHIND THE REBELLION AGAINST LILANDRA.
IF SHE'S HERE, LILANDRA CAN'T BE FAR AWAY.
WHOEVER THIS "DEATHBIRD" IS--
--SHE HAS MUCH TO ANSWER FOR!
I HAVE A PLAN!
STORM, CORSAIR--WAIT!

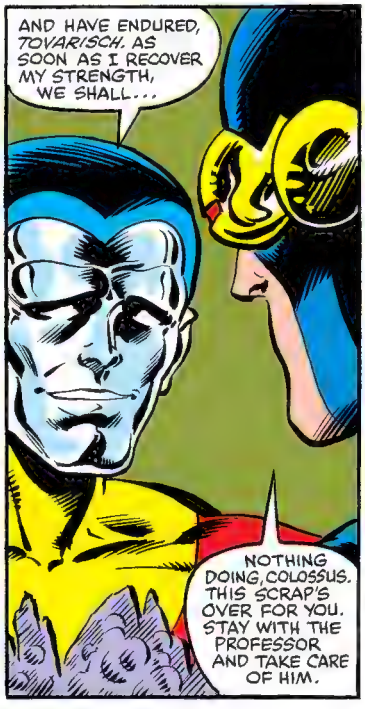

AT THAT MOMENT, HIGH ABOVE THE STREET...
THE CRIPPLED MAMMAL IS A TELEPATH! AND THE LEADER OF DEATHBIRD'S FOES, JUDGING FROM THEIR TREATMENT OF HIM.
IT WILL BE FASCINATING TO OBSERVE THE EFFECT MY PSI-SCREAM WILL HAVE ON SUCH A FINELY-TUNED, AWARE MIND--EH?!!
SNIKT!
THE NAME'S WOLVERINE, SUCKER.
YOU WANT CHARLIE, YOU'LL HAVETA TAKE ME FIRST.
WHO--?!
WITH A CONTEMPTUOUS SNARL, SKÜR'KLL--WARRIOR-PRIME OF THE BROOD--ATTACKS.
THE FIGHT IS AS ONE-SIDED...
...AS IT IS BRIEF.
UNFORTUNATELY, SKÜR'KLL DOES NOT ACT ALONE.
EZAK
STORM HAS NO CHANCE TO EVADE THE TANGLE-WEB AS IT EXPLODES AROUND HER, ENVELOPING HER IN ITS CLINGING, CONSTRICTING STRANDS.
THOUGH SNARED, SHE DOES NOT FALL--FOR HER MIND CONTROLS THE WINDS THAT KEEP HER ALOFT, AND IT IS UNIMPARED--
--BUT THEN, THE WEB BEGINS TO TIGHTEN.

NEARBY, ANOTHER SNIPER ENTERS THE FRAY.
HIS TARGET IS XAVIER.
ONCE MORE, COLOSSUS SHIELDS THE PROFESSOR WITH HIS NIGH-INVULNERABLE ARMORED BODY. IT'S AN INSTINCTIVE REACTION...
...AND A COSTLY ONE.
I'VE BEEN HIT BY SOME FORM OF BOMB!
PROFESSOR, MY CLOTHES-- MY BODY-- I AM BURNING!
CYCLOPS, THAT SHELL WAS FILLED WITH ACID!
I CANNOT HALT THE ACID'S PROGRESS, BUT MY PSI-POWERS CAN AT LEAST NEUTRALIZE THE PAIN IT CAUSES.
TWO SHOTS. TWO X-MEN. DEATHBIRD'S GOONS ARE GOOD.
TIGRA! DIVE FOR STORM! SWING HER TOWARDS WOLVERINE!
AS GOOD AS DONE, CYKE.
THAT SAVES HER. WHO'S GONNA SAVE ME?
STICK AROUND, HOTSHOT. YOU'LL FIND OUT.
STORM DARLIN', DON'T YOU MOVE A FLAMIN' MUSCLE!
I'M-- FREE!!
NOT TOO SHABBY, IF I DO SAY SO MYSELF.
SNAG THE LADYCAT, BABE. I'LL HANDLE THE SNIPERS.
WHEW!
FOR A MOMENT THERE, I WAS BEGINNING TO GET WORRIED.
AS WAS I, TIGRA, A FEW MOMENTS AGO.
THANK YOU FOR MY LIFE.

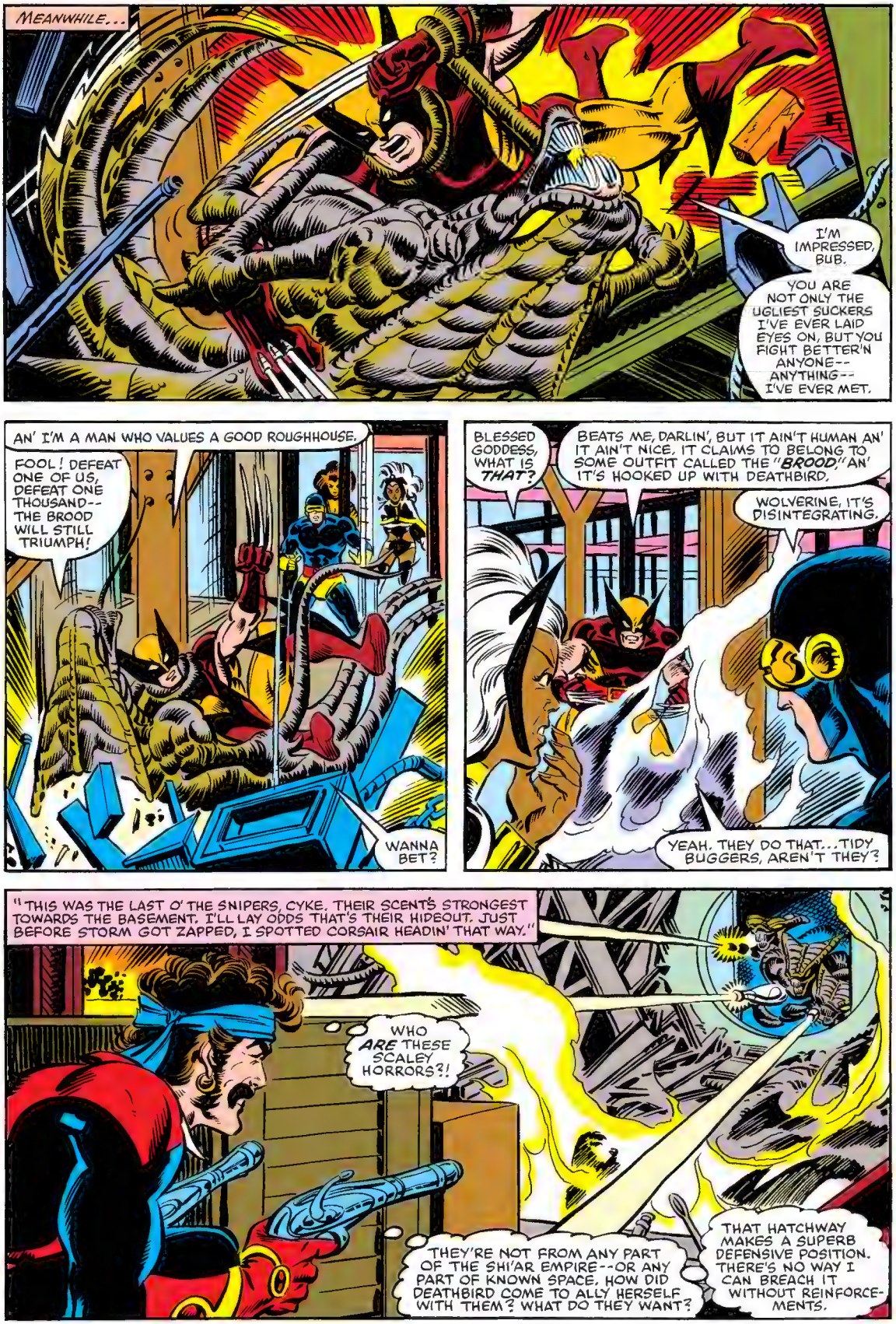

COLOSSUS!
THAT SMOKE-- IS HE ON FIRE?!
IT'S ACID. I THOUGHT NOTHING COULD PENETRATE COLOSSUS' ARMOR, BUT THAT STUFF'S EATING STRAIGHT THROUGH HIM.
I FEAR MY GOOD FORTUNE... IS AT AN... END, WIND-RIDER.


NONSENSE!
A LIGHTNING BOLT FLARES FROM ONE HAND, A MONSOON DOWNPOUR FROM THE OTHER...
...THE FORMER TO VAPORIZE THE ACID, THE LATTER TO WASH IT AWAY AND CLEANSE THE WOUNDS.

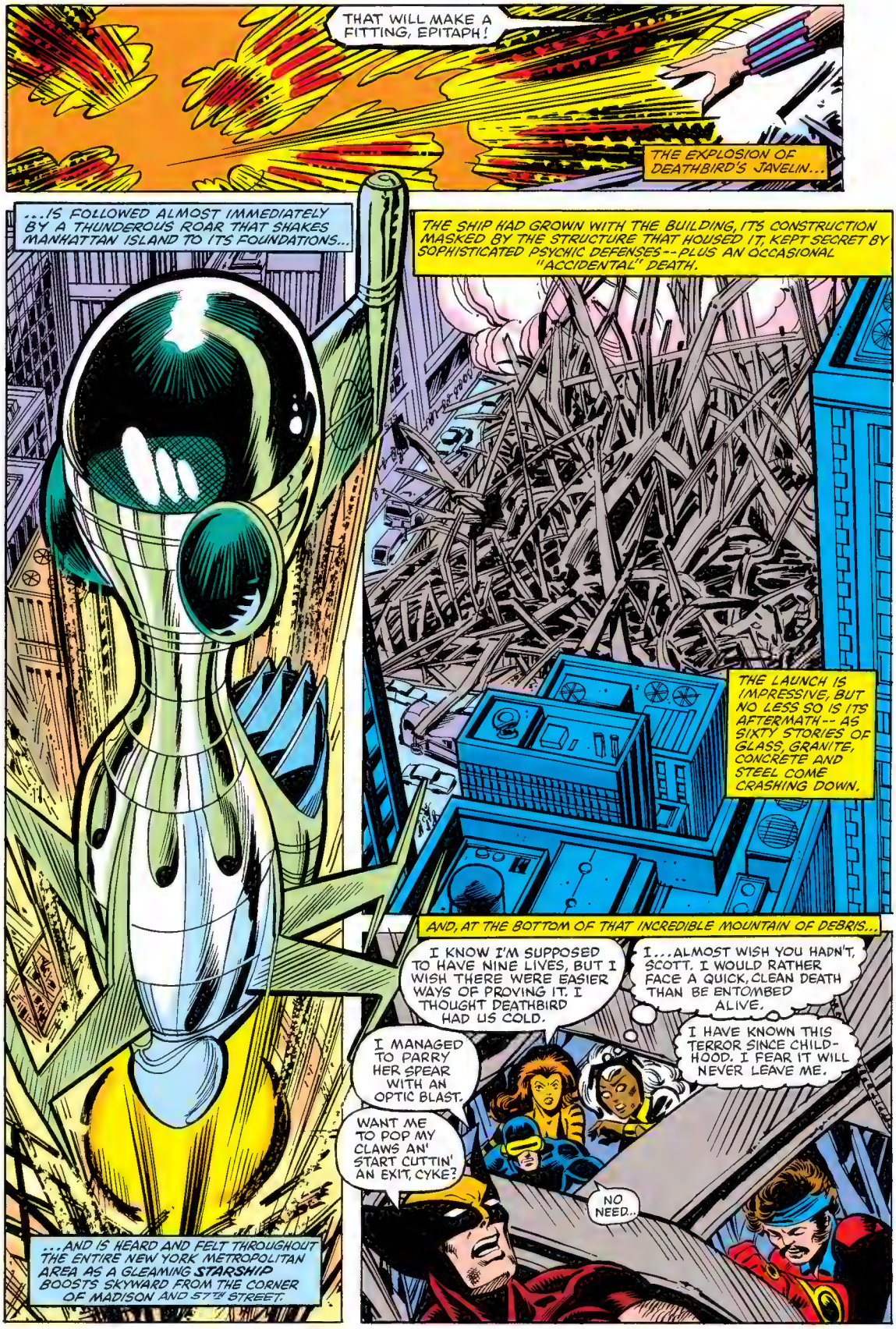
I AM A GODDESS OF *LIFE*, LITTLE BROTHER, AS WELL AS OF STORMS, REMEMBER? IF IT IS WITHIN MY POWER TO SAVE YOU --
--I SHALL.
I... SHOULD NOT HAVE... DOUBTED YOU.
EASY, FELLA. YOU'VE BEEN THROUGH A LOT.

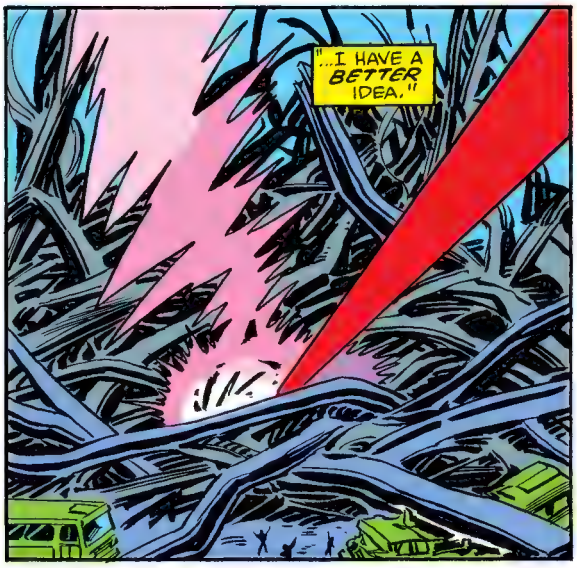

AND HAVE ENDURED, *TOVARISCH*. AS SOON AS I RECOVER MY STRENGTH, WE SHALL...
NOTHING DOING, COLOSSUS. THIS SCRAP'S OVER FOR YOU. STAY WITH THE PROFESSOR AND TAKE CARE OF HIM.

THE REST OF US WILL CLEAN OUT DEATHBIRD'S NEST.

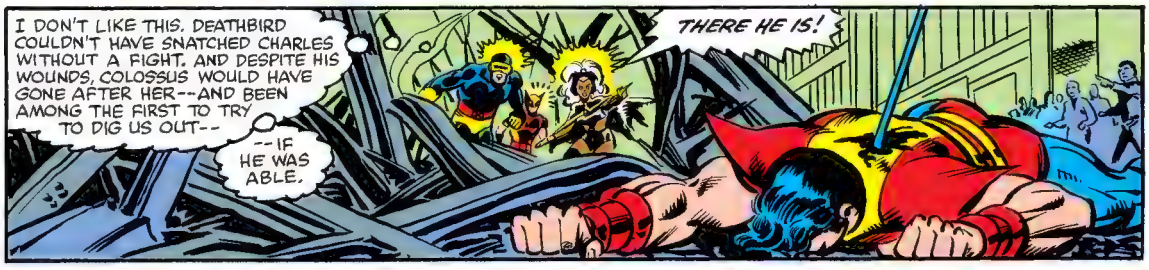

MEANWHILE...
I'M IMPRESSED, BUB.
YOU ARE NOT ONLY THE UGLIEST SUCKERS I'VE EVER LAID EYES ON, BUT YOU FIGHT BETTER'N ANYONE--ANYTHING--I'VE EVER MET.
AN' I'M A MAN WHO VALUES A GOOD ROUGHHOUSE.
FOOL! DEFEAT ONE OF US, DEFEAT ONE THOUSAND--THE BROOD WILL STILL TRIUMPH!
WANNA BET?
BLESSED GODDESS, WHAT IS THAT?
BEATS ME, DARLIN', BUT IT AIN'T HUMAN AN' IT AIN'T NICE. IT CLAIMS TO BELONG TO SOME OUTFIT CALLED THE "BROOD," AN' IT'S HOOKED UP WITH DEATHBIRD.
WOLVERINE, IT'S DISINTEGRATING.
YEAH. THEY DO THAT...TIDY BUGGERS, AREN'T THEY?
"THIS WAS THE LAST O' THE SNIPERS, CYKE. THEIR SCENTS STRONGEST TOWARDS THE BASEMENT. I'LL LAY ODDS THAT'S THEIR HIDEOUT. JUST BEFORE STORM GOT ZAPPED, I SPOTTED CORSAIR HEADIN' THAT WAY."
WHO ARE THESE SCALEY HORRORS?!
THEY'RE NOT FROM ANY PART OF THE SHI'AR EMPIRE--OR ANY PART OF KNOWN SPACE. HOW DID DEATHBIRD COME TO ALLY HERSELF WITH THEM? WHAT DO THEY WANT?
THAT HATCHWAY MAKES A SUPERB DEFENSIVE POSITION. THERE'S NO WAY I CAN BREACH IT WITHOUT REINFORCEMENTS.

AND, VIRTUALLY ON CUE...
HAVING A GOOD TIME, POP?
NO COMPLAINTS. WHAT KEPT YOU?
TRAFFIC, WHAT ELSE?
SCOTT, WHEN YOU CALLED ME "POP"...
...IT DIDN'T SOUND LIKE A JOKE, OR AN INSULT.
IT WASN'T.
I DON'T KNOW YOU WELL ENOUGH TO HATE YOU, OR LOVE YOU. I DON'T KNOW YOU AT ALL. BUT I'D LIKE TO LEARN.
FAIR ENOUGH.
C'MON, SONNY...
...LET'S RESCUE THE EMPRESS!
NEITHER DEFENDERS NOR HATCH LAST FOR VERY LONG. BUT WHEN THE DUST SETTLES...
...AND OUR HEROES CHARGE FORWARD...
STAND YOUR GROUND, GRUBBERS, OR THE OLD MAN DIES!
DEATHBIRD-- WITH THE PROFESSOR!
WE LEFT COLOSSUS TO PROTECT HIM! WHAT COULD HAVE HAPPENED?!
SHE MUST BE INHIBTING HIS PSI-POWERS, OR HE'D HAVE USED THEM BY NOW. HER TALONS ARE AT HIS THROAT-- I DARE NOT TRY AN OPTIC BLAST.
WE'VE DONE AS YOU ASKED, DEATH-BIRD. LET HIM GO.
YOUR LOYALTY IS AS COMMENDABLE AS YOUR COURAGE, CYCLOPS.


THAT WILL MAKE A FITTING, EPITAPH!
THE EXPLOSION OF DEATHBIRD'S JAVELIN...
...IS FOLLOWED ALMOST IMMEDIATELY BY A THUNDEROUS ROAR THAT SHAKES MANHATTAN ISLAND TO ITS FOUNDATIONS...
THE SHIP HAD GROWN WITH THE BUILDING, ITS CONSTRUCTION MASKED BY THE STRUCTURE THAT HOUSED IT, KEPT SECRET BY SOPHISTICATED PSYCHIC DEFENSES--PLUS AN OCCASIONAL "ACCIDENTAL" DEATH.
THE LAUNCH IS IMPRESSIVE, BUT NO LESS SO IS ITS AFTERMATH--AS SIXTY STORIES OF GLASS, GRANITE, CONCRETE AND STEEL COME CRASHING DOWN.
AND, AT THE BOTTOM OF THAT INCREDIBLE MOUNTAIN OF DEBRIS...
I KNOW I'M SUPPOSED TO HAVE NINE LIVES, BUT I WISH THERE WERE EASIER WAYS OF PROVING IT. I THOUGHT DEATHBIRD HAD US COLD.
I...ALMOST WISH YOU HADN'T, SCOTT. I WOULD RATHER FACE A QUICK, CLEAN DEATH THAN BE ENTOMBED ALIVE.
I HAVE KNOWN THIS TERROR SINCE CHILDHOOD. I FEAR IT WILL NEVER LEAVE ME.
I MANAGED TO PARRY HER SPEAR WITH AN OPTIC BLAST.
WANT ME TO POP MY CLAWS AN' START CUTTIN' AN EXIT, CYKE?
NO NEED..
...AND IS HEARD AND FELT THROUGHOUT THE ENTIRE NEW YORK METROPOLITAN AREA AS A GLEAMING STARSHIP BOOSTS SKYWARD FROM THE CORNER OF MADISON AND 57TH STREET.



WHAT A MESS!
ONE OF THE X-MEN'S HALLMARKS, ACCORDING TO ANGEL, IS THAT YOU CAN GENERALLY SEE WHERE WE'VE BEEN.
COLOSSUS? CAN YOU HEAR ME? ARE YOU ALL RIGHT?! COLOSSUS?!
FAN OUT, PEOPLE. WOLVERINE, TRY TO PINPOINT HIS SCENT.


I DON'T LIKE THIS. DEATHBIRD COULDN'T HAVE SNATCHED CHARLES WITHOUT A FIGHT. AND DESPITE HIS WOUNDS, COLOSSUS WOULD HAVE GONE AFTER HER--AND BEEN AMONG THE FIRST TO TRY TO DIG US OUT--
--IF HE WAS ABLE.
THERE HE IS!

COLOSSUS?
PETER?
SOMEONE CALL AN AMBULANCE!
IF ONE WAS ALREADY HERE, CYKE, IT WOULDN'T MAKE A DIFFERENCE. IF HE WAS IN THE BEST HOSPITAL IN THE WORLD--WITH THE BEST DOCTORS--
--IT WOULDN'T DO ANY GOOD.

YOU'LL BE MISSED, PETEY--
--AND YOU'LL BE AVENGED!
SHOOT. I HATE TO MAKE MATTERS WORSE, BOSS, BUT WE GOT COMPANY.
NO FALSE MOVES, LADIES AND GENTLEMEN--
--YOU'RE UNDER ARREST!
NYPD

NEXT ISSUE: STAR-CHASE!

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THE UNCANNY
X-MEN™
ENTER-- THE STARJAMMERS!
COCKRUM/WACIEK

Stan Lee PRESENTS: THE X-MEN!

PURSUIT!

HIS NAME IS PIOTR NIKOLIEVITCH RASPUTIN--COLOSSUS-- A RUSSIAN, A PEASANT, 18 YEARS OLD, WHOSE GENTLE NATURE BELIES HIS AWESOME POWER. HE IS A MUTANT--ONE OF SIX WHO COMPRISE THE UNCANNY X-MEN, THE OUTLAW TEAM OF SUPER HEROES--WITH THE ABILITY TO TRANSFORM HIS BODY FROM FLESH AND BLOOD TO SUPER-STRONG ORGANIC STEEL.
DEATHBIRD DID THIS, AN' BY ALL I HOLD HOLY--
--SHE'S GONNA PAY!
OVER THE YEARS--AND THROUGH A MULTITUDE OF BATTLES--HE AND HIS FRIENDS CAME TO BELIEVE THAT HE WAS VIRTUALLY INVULNERABLE. THEY'VE JUST BEEN PROVEN WRONG.

A CLAREMONT ✕ COCKRUM ✕ WIACEK ✕ CHIANG ✕ WARFIELD ✕ JONES ✕ SHOOTER PRODUCTION

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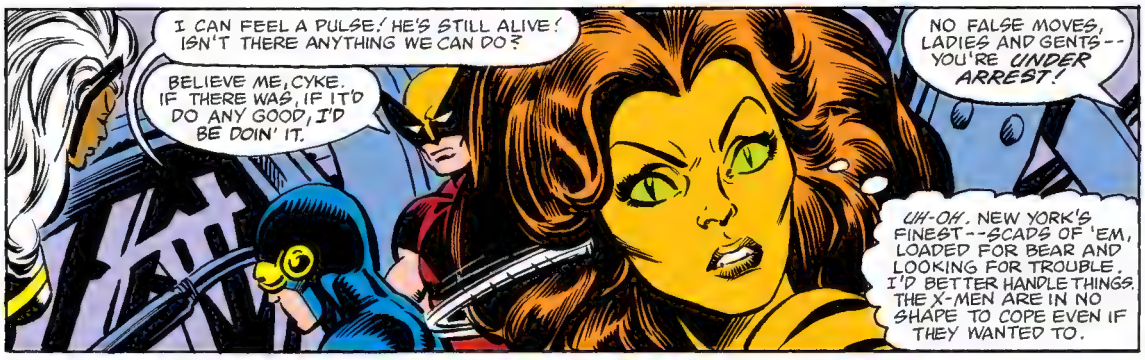
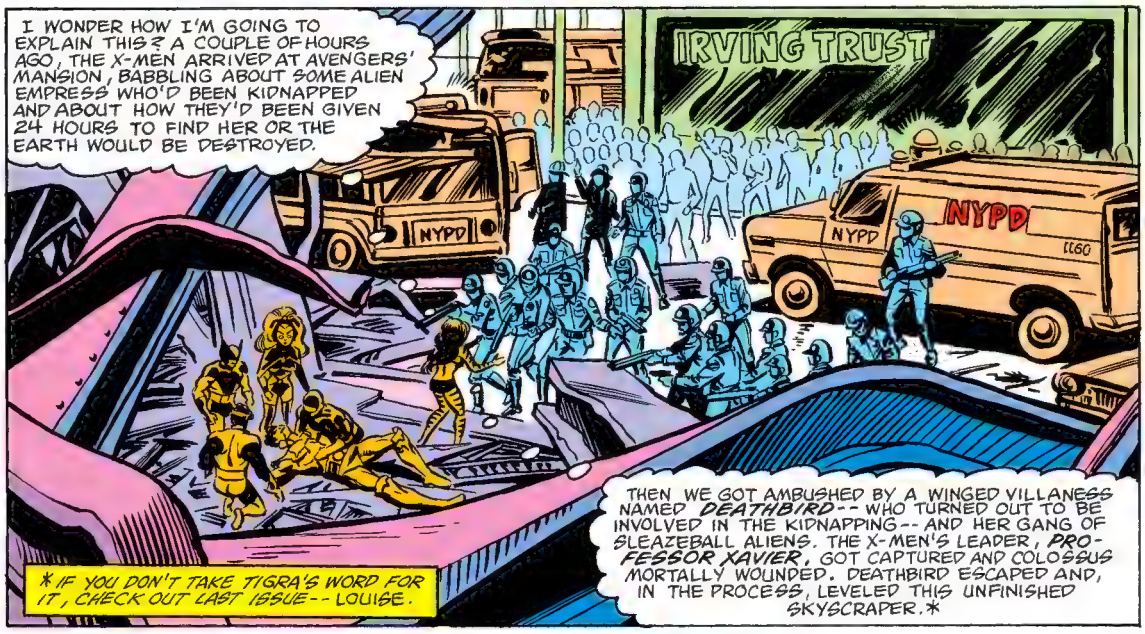

I CAN FEEL A PULSE! HE'S STILL ALIVE! ISN'T THERE ANYTHING WE CAN DO?
BELIEVE ME, CYKE. IF THERE WAS, IF IT'D DO ANY GOOD, I'D BE DOIN' IT.
NO FALSE MOVES, LADIES AND GENTS--YOU'RE UNDER ARREST!
UH-OH. NEW YORK'S FINEST--SCADS OF 'EM, LOADED FOR BEAR AND LOOKING FOR TROUBLE. I'D BETTER HANDLE THINGS. THE X-MEN ARE IN NO SHAPE TO COPE EVEN IF THEY WANTED TO.


I WONDER HOW I'M GOING TO EXPLAIN THIS? A COUPLE OF HOURS AGO, THE X-MEN ARRIVED AT AVENGERS' MANSION, BABBLING ABOUT SOME ALIEN EMPRESS WHO'D BEEN KIDNAPPED AND ABOUT HOW THEY'D BEEN GIVEN 24 HOURS TO FIND HER OR THE EARTH WOULD BE DESTROYED.
IRVING TRUST
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THEN WE GOT AMBUSHED BY A WINGED VILLANESS NAMED DEATHBIRD--WHO TURNED OUT TO BE INVOLVED IN THE KIDNAPPING--AND HER GANG OF SLEAZEBALL ALIENS. THE X-MEN'S LEADER, PROFESSOR XAVIER, GOT CAPTURED AND COLOSSUS MORTALLY WOUNDED. DEATHBIRD ESCAPED AND, IN THE PROCESS, LEVELED THIS UNFINISHED SKYSCRAPER.*
*IF YOU DON'T TAKE TIGRA'S WORD FOR IT, CHECK OUT LAST ISSUE--LOUISE.

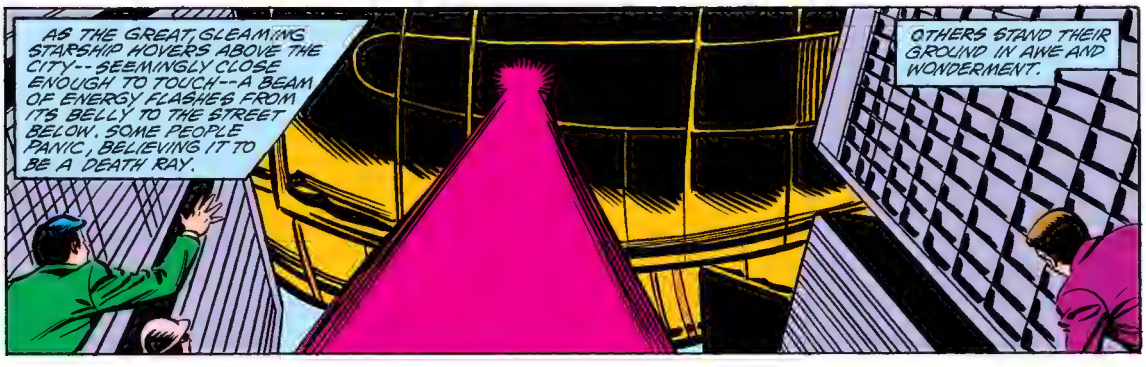
WHEW!
I WAS THERE AND EVEN I HAVE TROUBLE BELIEVING MY STORY.
I CAN EXPLAIN, OFFICERS, IF YOU'LL LET ME.

I'M TIGRA, ONE OF THE AVENGERS.*
SO WHAT?
YOU CAN'T ARREST US. MY...ASSOCIATES AND I WERE DOING OUR JOB, BATTLING A NOTORIOUS SUPER-VILLAIN.
*THIS STORY TAKES PLACE BEFORE AVENGERS #216, IN WHICH TIGRA QUIT THE GROUP--L.

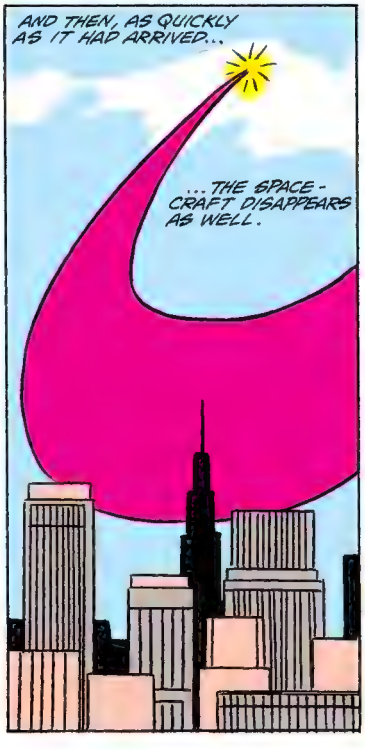
GIMME A BREAK, WILLYA, LADY? YOU CLOWNS JUST TRASHED A TWO HUNDRED MILLION DOLLAR PROJECT. IT'S A MIRACLE NO ONE WAS KILLED.
LOOK AGAIN, FELLA. SOMEONE WAS.
OH. I'M SORRY, TRULY. BUT SOMEONE HAS TO BE HELD ACCOUNTABLE FOR THIS MESS--AND YOU PEOPLE ARE IT!

AT ROUGHLY THE SAME MOMENT, IN THE F.A.A.'S REGIONAL AIR TRAFFIC CONTROL CENTER ON NEARBY LONG ISLAND...
MORNING, ROY. HOW'S LIFE ON THE GRAVEYARD SHIFT?
PRETTY DULL, TONIGHT, PHIL.
YEAH, NO COMPARISON TO THE OTHER DAY WHEN YOU SPOTTED THAT UFO. PRETTY HAIRY, OL' BUDDY.
X-MEN #154--L.
YOU'RE TELLING ME. I'VE BEEN A CONTROLLER FOR TWENTY YEARS, MARTY. I'VE NEVER HAD A MOMENT LIKE THAT AND I NEVER WANT TO...
...AGAIN.
PHIL!
ROY, HE TOOK ONE LOOK AT HIS SCREEN AN' KEELED OVER--GOOD LORD! TH-THAT BLIP! IS IT A MALFUNCTION?
I WISH IT WAS. I'LL TAKE CARE OF PHIL, MARTY.
YOU GET BACK TO YOUR CONSOLE.
"I WANT EVERY AIRCRAFT VECTORED OUT OF THE NEW YORK AREA--FAST!
"WHATEVER THAT THING IS, IT'S HUGE, AND IT'S HEADING DIRECTLY FOR MANHATTAN!
DESPITE THE LATE HOUR, A CONSIDERABLE CROWD HAS GATHERED AT THE CORNER OF 57TH AND MADISON, IN THE AFTERMATH OF THE X-MEN'S BATTLE. NOW, AS THE MOON AND STARS ARE BLOTTED OUT AND THE AIR GROWS SUDDENLY, STRANGELY STILL, ALL EYES TURN UPWARDS...

...TO BEHOLD A SIGHT NONE PRESENT WILL EVER FORGET...

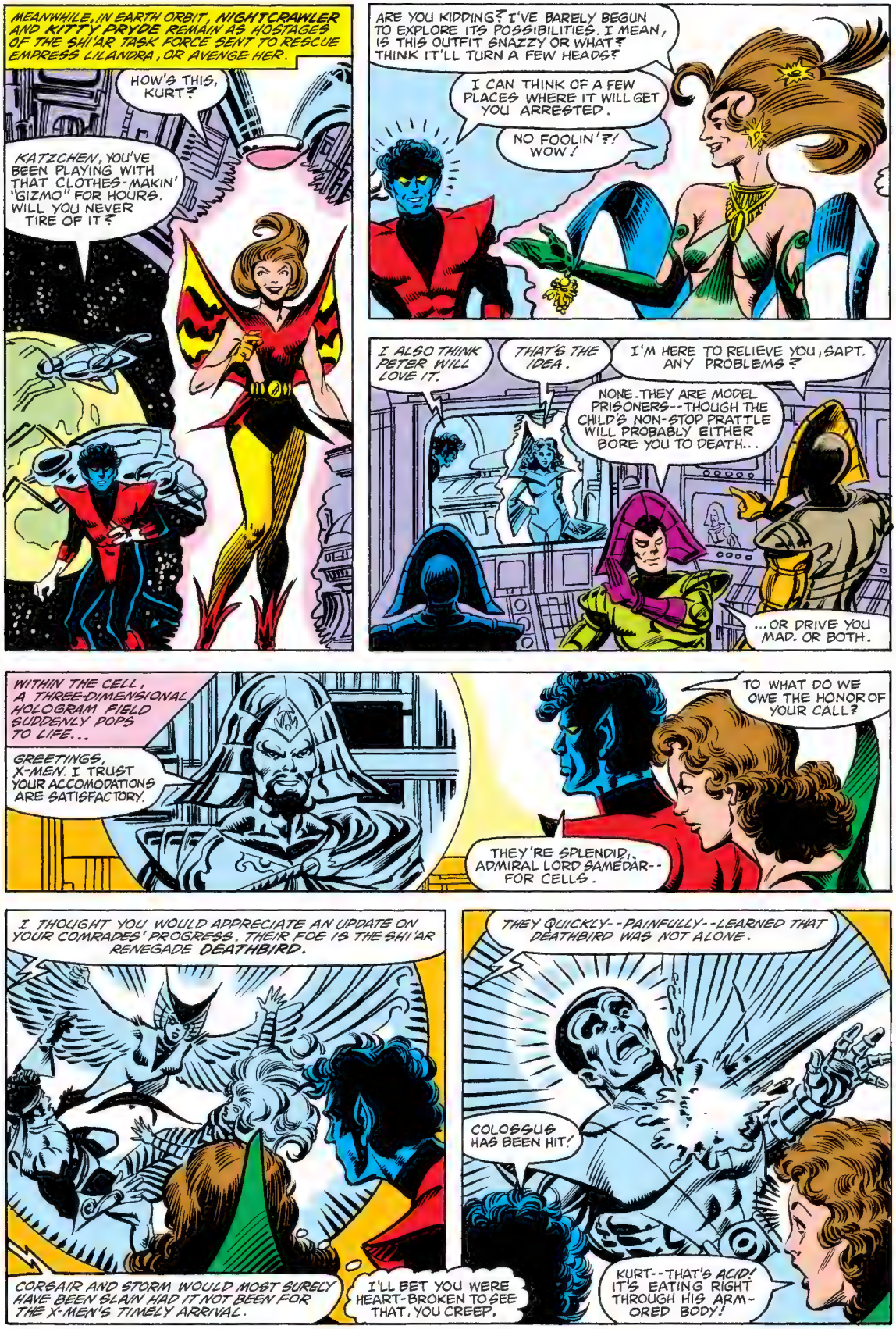

AS THE GREAT, GLEAMING STARSHIP HOVERS ABOVE THE CITY--SEEMINGLY CLOSE ENOUGH TO TOUCH--A BEAM OF ENERGY FLASHES FROM ITS BELLY TO THE STREET BELOW. SOME PEOPLE PANIC, BELIEVING IT TO BE A DEATH RAY.
OTHERS STAND THEIR GROUND IN AWE AND WONDERMENT.

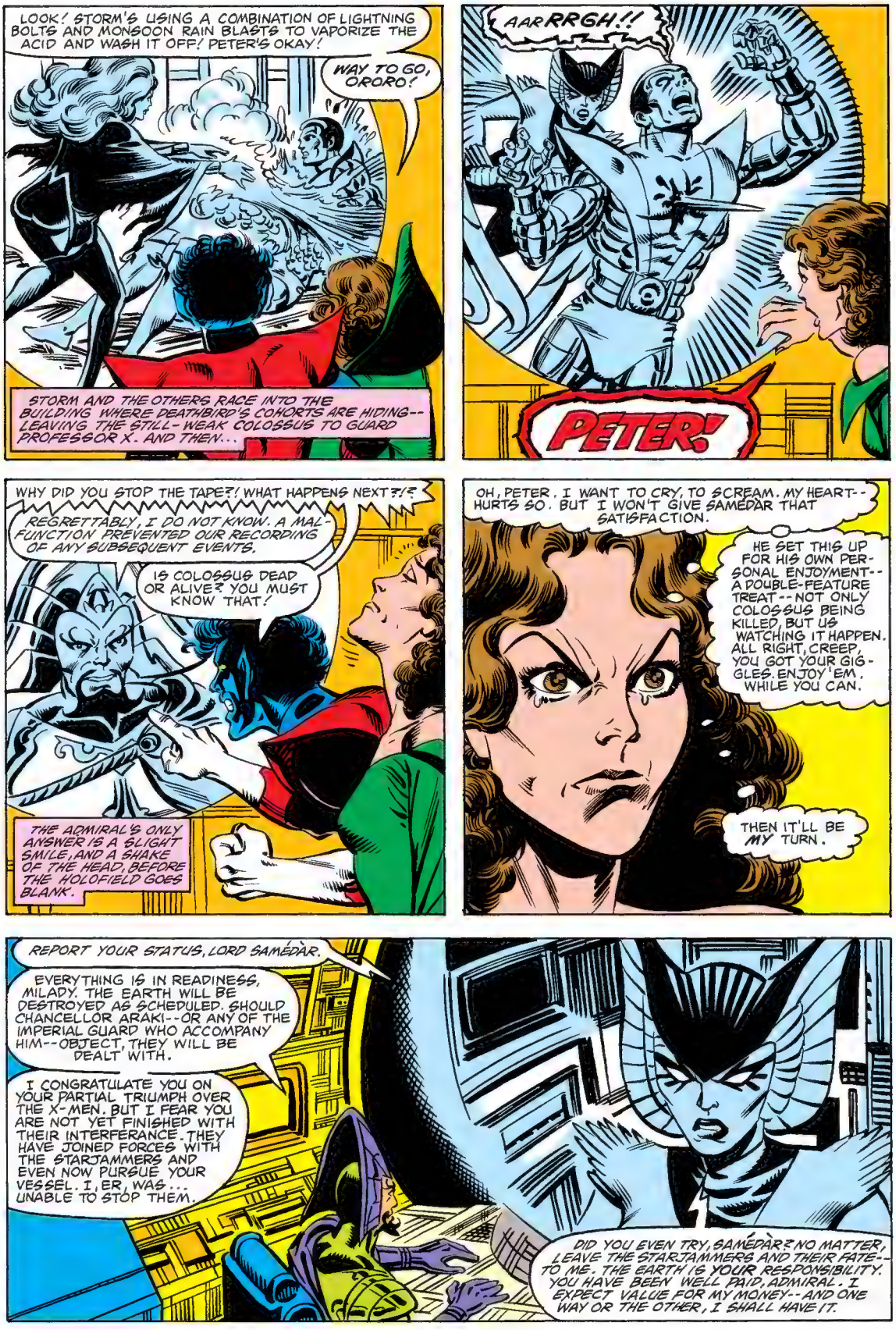
THE BEAM ENVELOPES CORSAIR AND THE FOUR X-MEN. THEY DISAPPEAR.
STOP 'EM, ARNIE!
I'M GAME, LOU. HOW?!?

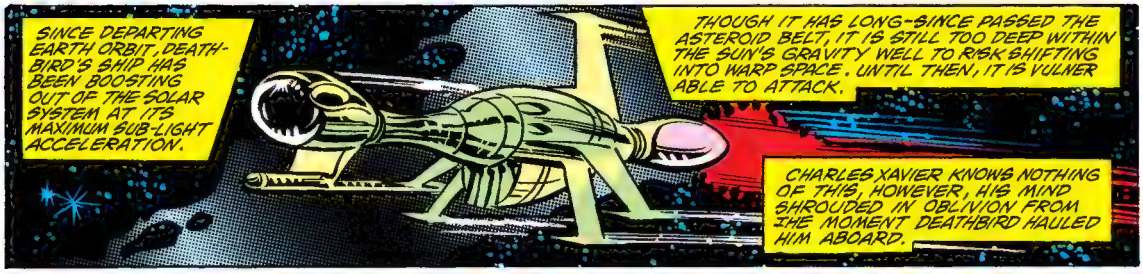

AND THEN, AS QUICKLY AS IT HAD ARRIVED...
...THE SPACE-CRAFT DISAPPEARS AS WELL.

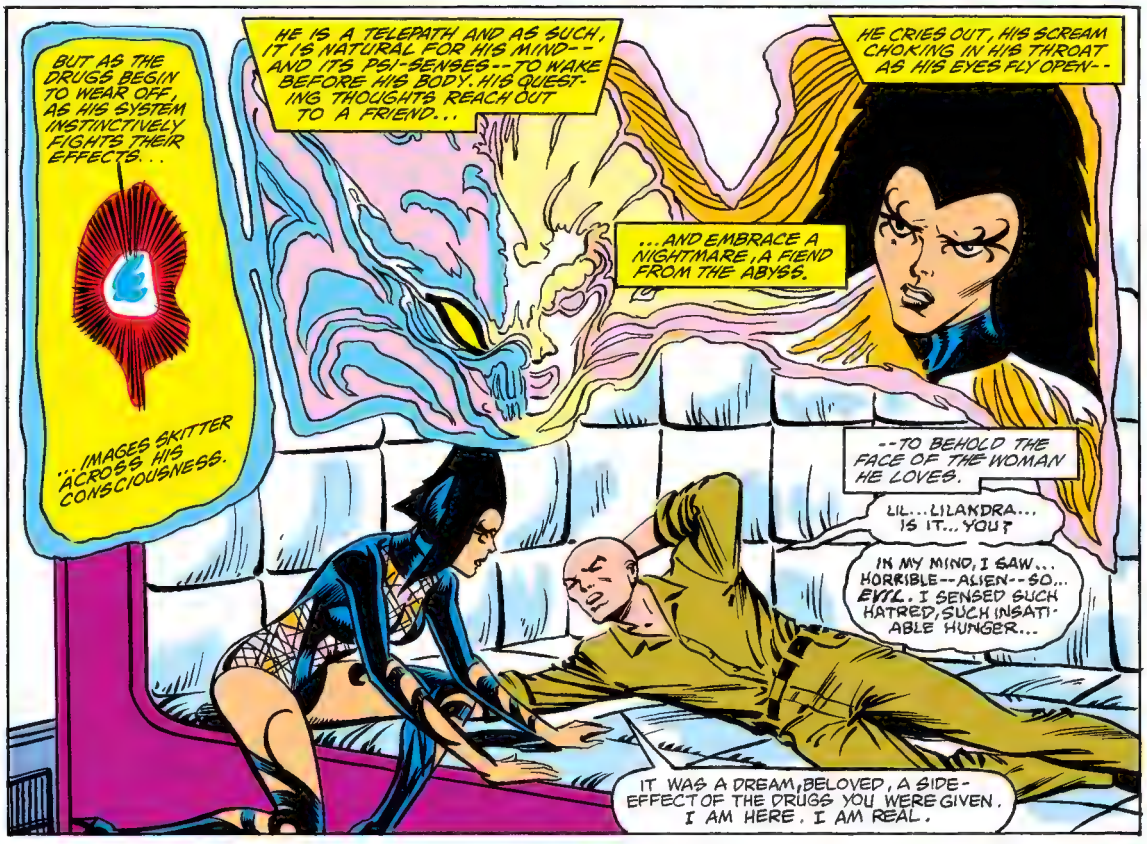
ARNIE, HOW WE GONNA REPORT THIS?
PARTNER, I AIN'T EVEN GONNA TRY.
GOOD LUCK, X-MEN. I'VE A FEELING YOU'LL NEED IT.
I...I WISH I COULD HAVE GONE WITH YOU.

ALL THINGS CONSIDERED, TROOPS, WE'VE EITHER JUST BEEN TELEPORTED OUTTA THE FRYIN' PAN AN' INTO THE PROVERBIAL FIRE...
...OR WE'VE JUST BEEN SAVED.
IT IS MOST ASSUREDLY THE LATTER, MY SMALL TERRAN FRIEND.
THE STARJAMMERS!
WELCOME HOME, CORSAIR! IT GLADDENS MY HEART TO SEE YOU!
CHOD! BUT YOU WERE SURROUNDED--TRAPPED--BY IMPERIAL MARINES! HOW DID YOU ESCAPE?
MIRACULOUSLY, OF COURSE.
CORSAIR, COLOSSUS IS DYING! CAN YOUR CREW HELP HIM?
WE CAN TRY, SON.
THIS LIFE SUPPORT MODULE WILL STABILIZE HIS BODY FUNCTIONS, GIVE HIM AT LEAST A FIGHTING CHANCE. BEYOND THAT, IT'S UP TO OUR MEDIC, SIKORSKY.
THANKS. BOYTHING'S WOUNDS SEVERE, IS LIKEWISE CONDITION.
LOSS PREPARED FOR BE-TERMINATION POSSIBLE.
HE CAN'T DIE! I WON'T LET HIM DIE!
ARE YOU GOD, THEN, THAT YOU CAN PREVENT IT?
I KNOW HOW YOU FEEL, SCOTT. I'VE STOOD HELPLESS OVER THE BODIES OF FRIENDS--AND LOVED ONES--WISHING, BEGGING, DEMANDING THE POWER TO SAVE THEM.
IT'S OUT OF OUR HANDS. ALL WE CAN DO IS WATCH AND WAIT.
AND PRAY.

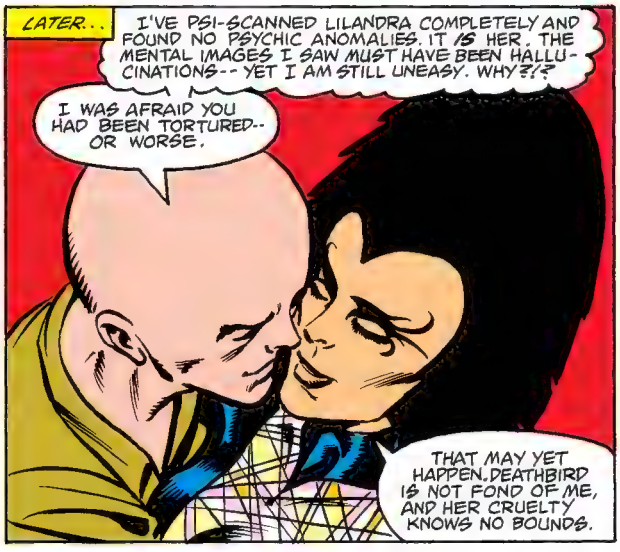

MEANWHILE, IN EARTH ORBIT, NIGHTCRAWLER AND KITTY PRYDE REMAIN AS HOSTAGES OF THE SHI'AR TASK FORCE SENT TO RESCUE EMPRESS LILANDRA, OR AVENGE HER.
HOW'S THIS, KURT?
KATZCHEN, YOU'VE BEEN PLAYING WITH THAT CLOTHES-MAKIN' "GIZMO" FOR HOURS. WILL YOU NEVER TIRE OF IT?
ARE YOU KIDDING? I'VE BARELY BEGUN TO EXPLORE ITS POSSIBILITIES. I MEAN, IS THIS OUTFIT SNAZZY OR WHAT? THINK IT'LL TURN A FEW HEADS?
I CAN THINK OF A FEW PLACES WHERE IT WILL GET YOU ARRESTED.
NO FOOLIN'?! WOW!
I ALSO THINK PETER WILL LOVE IT.
THAT'S THE IDEA.
I'M HERE TO RELIEVE YOU, SAPT. ANY PROBLEMS?
NONE. THEY ARE MODEL PRISONERS--THOUGH THE CHILD'S NON-STOP PRATTLE WILL PROBABLY EITHER BORE YOU TO DEATH...
...OR DRIVE YOU MAD. OR BOTH.
WITHIN THE CELL, A THREE-DIMENSIONAL HOLOGRAM FIELD SUDDENLY POPS TO LIFE...
GREETINGS, X-MEN. I TRUST YOUR ACCOMODATIONS ARE SATISFACTORY.
TO WHAT DO WE OWE THE HONOR OF YOUR CALL?
THEY'RE SPLENDID, ADMIRAL LORD SAMEDAR--FOR CELLS.
I THOUGHT YOU WOULD APPRECIATE AN UPDATE ON YOUR COMRADES' PROGRESS. THEIR FOE IS THE SHI'AR RENEGADE DEATHBIRD.
CORSAIR AND STORM WOULD MOST SURELY HAVE BEEN SLAIN HAD IT NOT BEEN FOR THE X-MEN'S TIMELY ARRIVAL.
I'LL BET YOU WERE HEART-BROKEN TO SEE THAT, YOU CREEP.
THEY QUICKLY--PAINFULLY--LEARNED THAT DEATHBIRD WAS NOT ALONE.
COLOSSUS HAS BEEN HIT!
KURT--THAT'S ACID! IT'S EATING RIGHT THROUGH HIS ARMORED BODY!


LOOK! STORM'S USING A COMBINATION OF LIGHTNING BOLTS AND MONSOON RAIN BLASTS TO VAPORIZE THE ACID AND WASH IT OFF! PETER'S OKAY!
WAY TO GO, ORORO!
STORM AND THE OTHERS RACE INTO THE BUILDING WHERE DEATHBIRD'S COHORTS ARE HIDING--LEAVING THE STILL-WEAK COLOSSUS TO GUARD PROFESSOR X. AND THEN...
AARRRGH!!
PETER!
WHY DID YOU STOP THE TAPE?! WHAT HAPPENS NEXT?!?
REGRETTABLY, I DO NOT KNOW. A MALFUNCTION PREVENTED OUR RECORDING OF ANY SUBSEQUENT EVENTS.
IS COLOSSUS DEAD OR ALIVE? YOU MUST KNOW THAT!
THE ADMIRAL'S ONLY ANSWER IS A SLIGHT SMILE, AND A SHAKE OF THE HEAD, BEFORE THE HOLOFIELD GOES BLANK.
OH, PETER. I WANT TO CRY, TO SCREAM. MY HEART--HURTS SO. BUT I WON'T GIVE SAMEDAR THAT SATISFACTION.
HE SET THIS UP FOR HIS OWN PERSONAL ENJOYMENT--A DOUBLE-FEATURE TREAT--NOT ONLY COLOSSUS BEING KILLED, BUT US WATCHING IT HAPPEN. ALL RIGHT, CREEP, YOU GOT YOUR GIGGLES. ENJOY 'EM, WHILE YOU CAN.
THEN IT'LL BE MY TURN.
REPORT YOUR STATUS, LORD SAMEDAR.
EVERYTHING IS IN READINESS, MILADY. THE EARTH WILL BE DESTROYED AS SCHEDULED. SHOULD CHANCELLOR ARAKI--OR ANY OF THE IMPERIAL GUARD WHO ACCOMPANY HIM--OBJECT, THEY WILL BE DEALT WITH.
I CONGRATULATE YOU ON YOUR PARTIAL TRIUMPH OVER THE X-MEN. BUT I FEAR YOU ARE NOT YET FINISHED WITH THEIR INTERFERANCE. THEY HAVE JOINED FORCES WITH THE STARJAMMERS AND EVEN NOW PURSUE YOUR VESSEL. I, ER, WAS... UNABLE TO STOP THEM.
DID YOU EVEN TRY, SAMEDAR? NO MATTER, LEAVE THE STARJAMMERS AND THEIR FATE--TO ME. THE EARTH IS YOUR RESPONSIBILITY. YOU HAVE BEEN WELL PAID, ADMIRAL. I EXPECT VALUE FOR MY MONEY--AND ONE WAY OR THE OTHER, I SHALL HAVE IT.

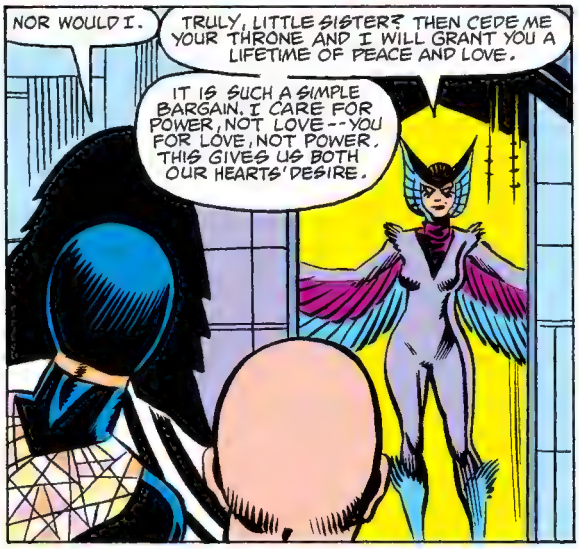

SINCE DEPARTING EARTH ORBIT, DEATHBIRD'S SHIP HAS BEEN BOOSTING OUT OF THE SOLAR SYSTEM AT ITS MAXIMUM SUB-LIGHT ACCELERATION.
THOUGH IT HAS LONG-SINCE PASSED THE ASTEROID BELT, IT IS STILL TOO DEEP WITHIN THE SUN'S GRAVITY WELL TO RISK SHIFTING INTO WARP SPACE. UNTIL THEN, IT IS VULNERABLE TO ATTACK.
CHARLES XAVIER KNOWS NOTHING OF THIS, HOWEVER, HIS MIND SHROUDED IN OBLIVION FROM THE MOMENT DEATHBIRD HAULED HIM ABOARD.

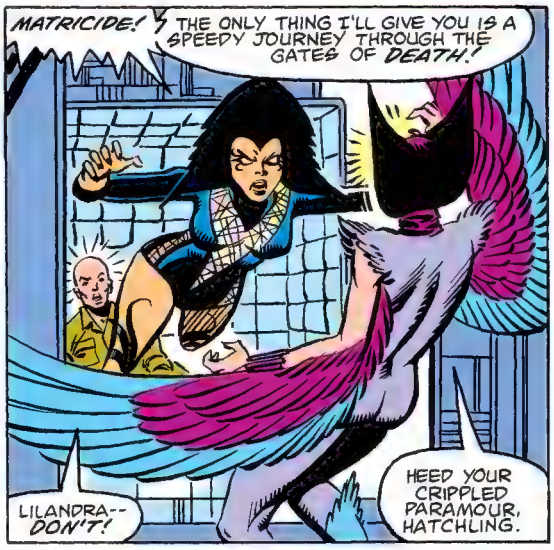

BUT AS THE DRUGS BEGIN TO WEAR OFF, AS HIS SYSTEM INSTINCTIVELY FIGHTS THEIR EFFECTS...
...IMAGES SKITTER ACROSS HIS CONSCIOUSNESS.
HE IS A TELEPATH AND AS SUCH, IT IS NATURAL FOR HIS MIND--AND ITS PSI-SENSES--TO WAKE BEFORE HIS BODY. HIS QUESTING THOUGHTS REACH OUT TO A FRIEND...
...AND EMBRACE A NIGHTMARE, A FIEND FROM THE ABYSS.
HE CRIES OUT, HIS SCREAM CHOKING IN HIS THROAT AS HIS EYES FLY OPEN--
--TO BEHOLD THE FACE OF THE WOMAN HE LOVES.
LIL...LILANDRA... IS IT... YOU?
IN MY MIND, I SAW... HORRIBLE--ALIEN--SO... EVIL. I SENSED SUCH HATRED, SUCH INSATIABLE HUNGER...
IT WAS A DREAM, BELOVED, A SIDE-EFFECT OF THE DRUGS YOU WERE GIVEN. I AM HERE. I AM REAL.

FROM ME, CHARLES, YOU HAVE NOTHING TO FEAR.

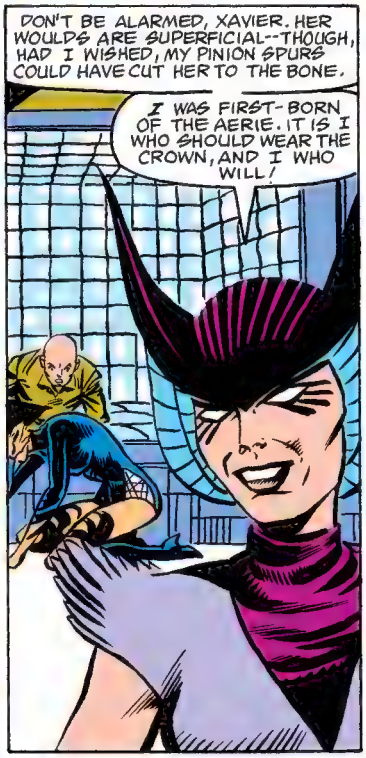

LATER...
I'VE PSI-SCANNED LILANDRA COMPLETELY AND FOUND NO PSYCHIC ANOMALIES. IT IS HER. THE MENTAL IMAGES I SAW MUST HAVE BEEN HALLUCINATIONS--YET I AM STILL UNEASY. WHY?!?
I WAS AFRAID YOU HAD BEEN TORTURED--OR WORSE.
THAT MAY YET HAPPEN. DEATHBIRD IS NOT FOND OF ME, AND HER CRUELTY KNOWS NO BOUNDS.

SHE BOASTED OF SLAYING COLOSSUS. I WOULD GIVE ANYTHING TO CHANGE THAT.
AH, CHARLES, I HAVE BROUGHT YOU NOTHING BUT MISERY. BECAUSE OF ME, JEAN GREY--AND NOW COLOSSUS--HAVE PERISHED, AND I FEAR MORE OF YOUR STUDENTS MAY JOIN THEM BEFORE THIS FIGHT IS DONE.
THERE ARE TIMES I WISH WE HAD NEVER MET, NEVER LOVED.
AS THERE ARE TIMES I MARVEL AT THE GOOD FORTUNE WHICH BROUGHT US TOGETHER. I, TOO, MOURN FOR THOSE WE HAVE LOST. BUT FOR ALL THE GRIEF THAT HAS FOLLOWED US--THAT MAY YET FOLLOW US--I WOULD NOT EXCHANGE OUR LOVE FOR ANYTHING.

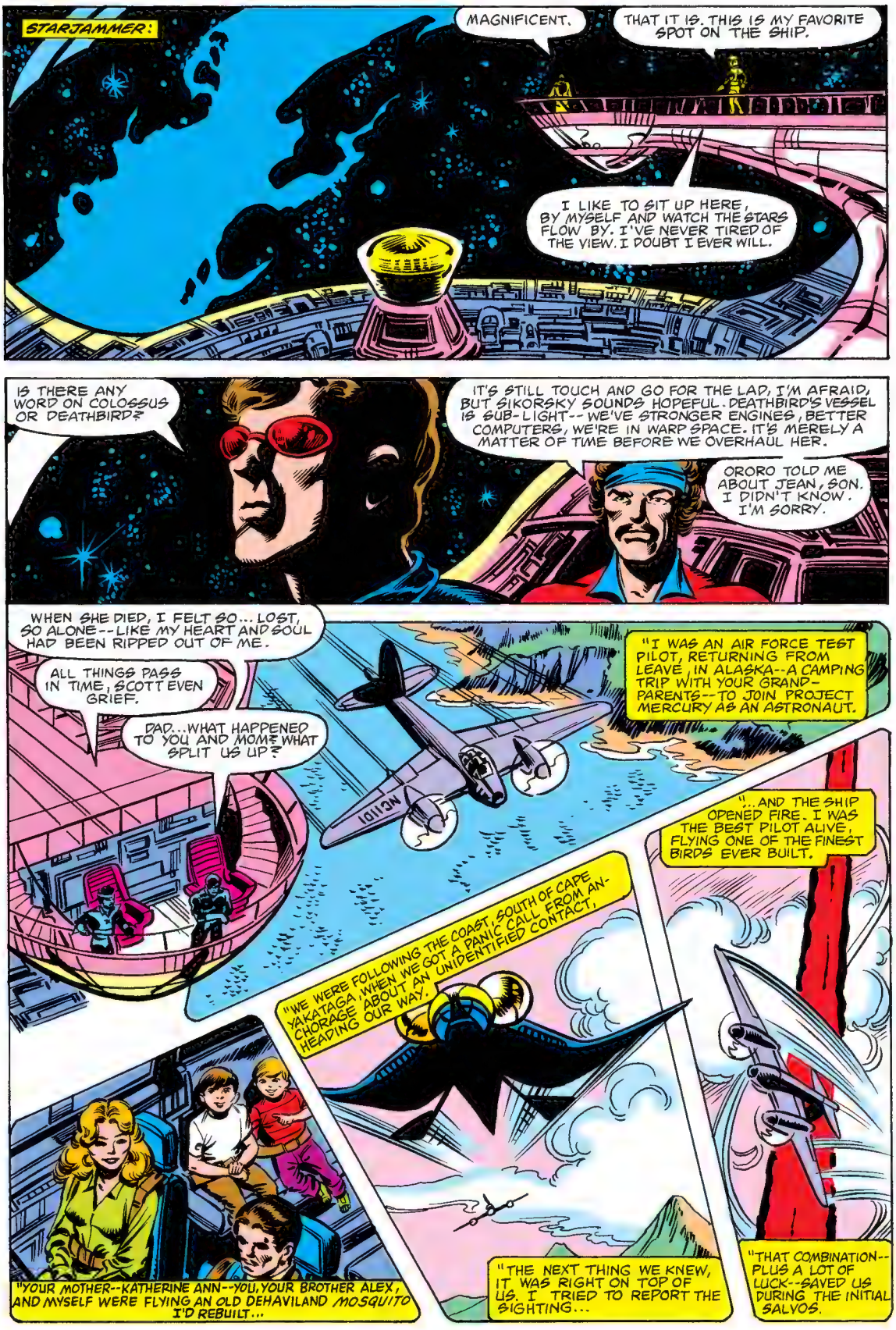

NOR WOULD I.
TRULY, LITTLE SISTER? THEN CEDE ME YOUR THRONE AND I WILL GRANT YOU A LIFETIME OF PEACE AND LOVE.
IT IS SUCH A SIMPLE BARGAIN. I CARE FOR POWER, NOT LOVE--YOU FOR LOVE, NOT POWER. THIS GIVES US BOTH OUR HEARTS' DESIRE.

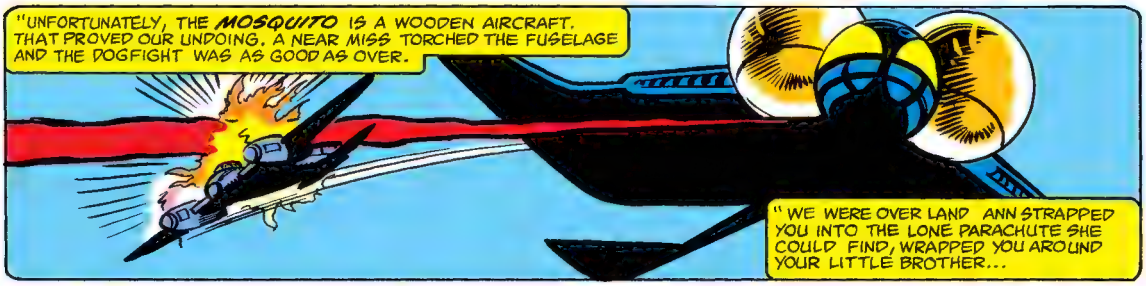

MATRICIDE!
THE ONLY THING I'LL GIVE YOU IS A SPEEDY JOURNEY THROUGH THE GATES OF DEATH!
LILANDRA--DON'T!
HEED YOUR CRIPPLED PARAMOUR, HATCHLING.

ON THE BEST DAY OF YOUR PATHETIC LIFE, YOU WERE NEVER A MATCH FOR ME.
GNNNGNH!?
NO!


DON'T BE ALARMED, XAVIER. HER WOULDS ARE SUPERFICIAL--THOUGH, HAD I WISHED, MY PINION SPURS COULD HAVE CUT HER TO THE BONE.
I WAS FIRST-BORN OF THE AERIE. IT IS I WHO SHOULD WEAR THE CROWN, AND I WHO WILL!

SO DEATHBIRD IS SHI'AR?
AYE. FOR HER UNFORGIVEABLE CRIME, SHE WAS STRIPPED OF RANK AND NAME, CAST OUT OF AERIE FOREVER. AS A HATCHLING I WORSHIPPED HER.
I AM MAJESTRIX SHI'AR. AS LONG AS I LIVE, SHE CANNOT BECOME EMPRESS.


STARJAMMER:
MAGNIFICENT.
THAT IT IS. THIS IS MY FAVORITE SPOT ON THE SHIP.
I LIKE TO SIT UP HERE, BY MYSELF AND WATCH THE STARS FLOW BY. I'VE NEVER TIRED OF THE VIEW. I DOUBT I EVER WILL.
IS THERE ANY WORD ON COLOSSUS OR DEATHBIRD?
IT'S STILL TOUCH AND GO FOR THE LAD, I'M AFRAID, BUT SIKORSKY SOUNDS HOPEFUL. DEATHBIRD'S VESSEL IS SUB-LIGHT-- WE'VE STRONGER ENGINES, BETTER COMPUTERS, WE'RE IN WARP SPACE. IT'S MERELY A MATTER OF TIME BEFORE WE OVERHAUL HER.
ORORO TOLD ME ABOUT JEAN, SON. I DIDN'T KNOW. I'M SORRY.
WHEN SHE DIED, I FELT SO... LOST, SO ALONE--LIKE MY HEART AND SOUL HAD BEEN RIPPED OUT OF ME.
ALL THINGS PASS IN TIME, SCOTT EVEN GRIEF.
DAD...WHAT HAPPENED TO YOU AND MOM? WHAT SPLIT US UP?
"I WAS AN AIR FORCE TEST PILOT, RETURNING FROM LEAVE, IN ALASKA--A CAMPING TRIP WITH YOUR GRANDPARENTS--TO JOIN PROJECT MERCURY AS AN ASTRONAUT.
"...AND THE SHIP OPENED FIRE. I WAS THE BEST PILOT ALIVE, FLYING ONE OF THE FINEST BIRDS EVER BUILT.
"WE WERE FOLLOWING THE COAST, SOUTH OF CAPE YAKATAGA, WHEN WE GOT A PANIC CALL FROM ANCHORAGE ABOUT AN UNIDENTIFIED CONTACT, HEADING OUR WAY.
"THE NEXT THING WE KNEW, IT WAS RIGHT ON TOP OF US. I TRIED TO REPORT THE SIGHTING...
"THAT COMBINATION--PLUS A LOT OF LUCK--SAVED US DURING THE INITIAL SALVOS.
"YOUR MOTHER--KATHERINE ANN--YOU, YOUR BROTHER ALEX, AND MYSELF WERE FLYING AN OLD DEHAVILAND MOSQUITO I'D REBUILT...

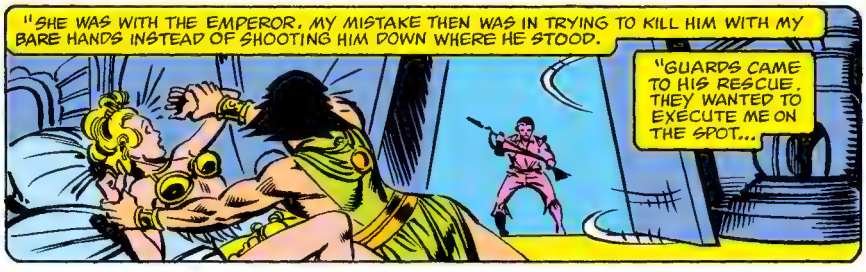

"UNFORTUNATELY, THE MOSQUITO IS A WOODEN AIRCRAFT. THAT PROVED OUR UNDOING. A NEAR MISS TORCHED THE FUSELAGE AND THE DOGFIGHT WAS AS GOOD AS OVER.
"WE WERE OVER LAND ANN STRAPPED YOU INTO THE LONE PARACHUTE SHE COULD FIND, WRAPPED YOU AROUND YOUR LITTLE BROTHER...

"... AND SHOVED YOU BOTH OUT THE HATCH.
NCII

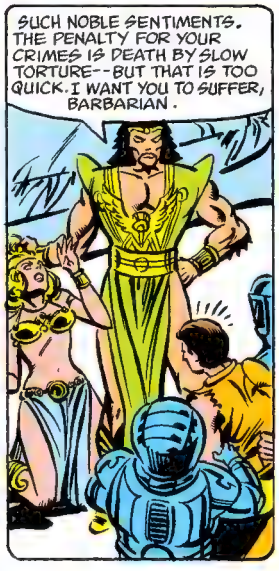
"BUT THE SKY WAS FULL OF BLASTER FIRE. A BOLT CLIPPED YOUR 'CHUTE AND THE CANOPY STARTED TO BURN.
"HELPLESS, WE WATCHED YOU FALL, IMAGINING WE COULD HEAR YOUR SCREAMS.

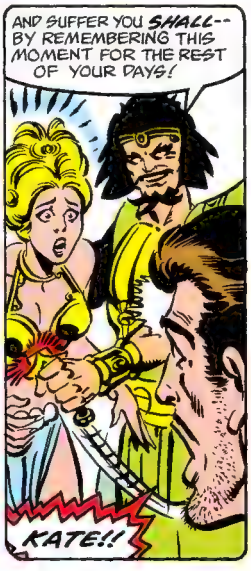
"WE THOUGHT WE WOULD DIE, TOO...
"... UNTIL A TELEPORT BEAM YANKED US ABOARD THE STARSHIP.

"IT WAS A SHI'AR SCOUTING MISSION. TO THEM, ANNE AND I WERE ZOOLOGICAL SPECIMENS, REPRESENTING THE HIGHER ORDERS OF LIFE ON EARTH. WE WERE SEPARATED.
"ON THE IMPERIAL THRONEWORLD, I ESCAPED THE SLAVE PENS AND SET OUT TO FIND HER.


"SHE WAS WITH THE EMPEROR. MY MISTAKE THEN WAS IN TRYING TO KILL HIM WITH MY BARE HANDS INSTEAD OF SHOOTING HIM DOWN WHERE HE STOOD.
"GUARDS CAME TO HIS RESCUE. THEY WANTED TO EXECUTE ME ON THE SPOT...

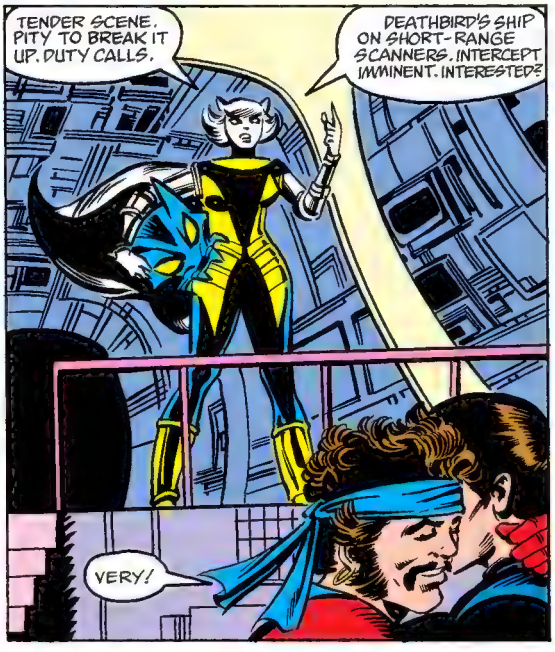
"...BUT D'KEN HAD OTHER IDEAS.
THIS FEMALE IS IMPORTANT TO YOU, BARBARIAN?
YES!
WOULD YOU... DIE FOR HER?
YES.

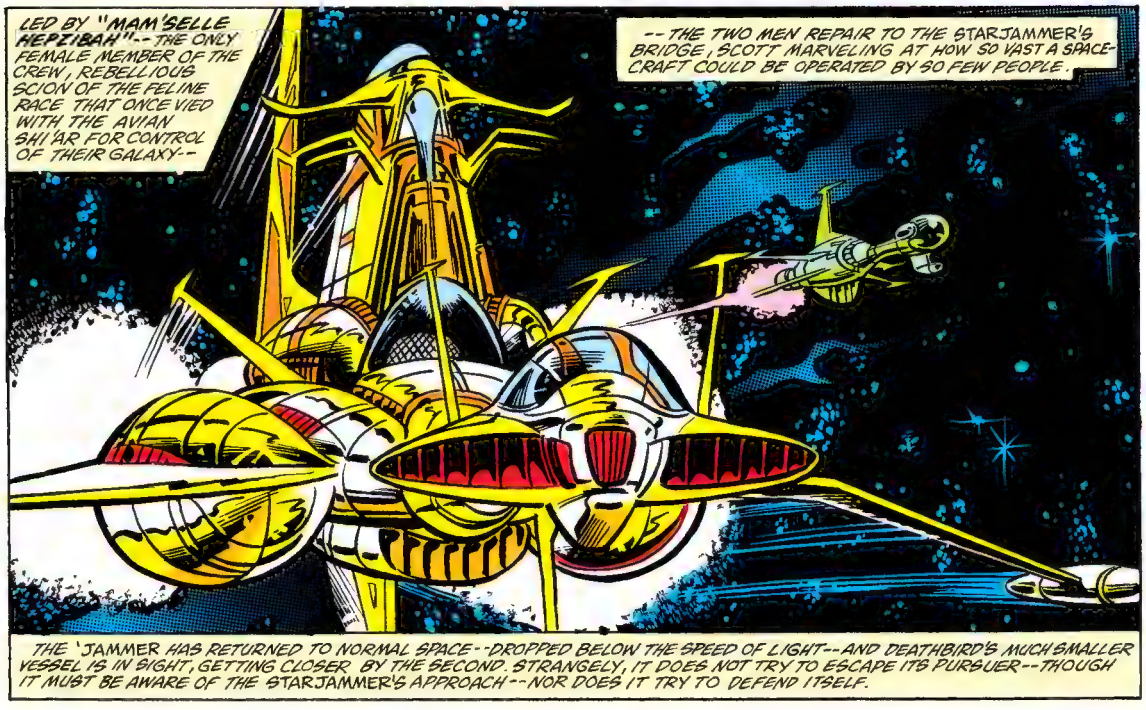

SUCH NOBLE SENTIMENTS. THE PENALTY FOR YOUR CRIMES IS DEATH BY SLOW TORTURE--BUT THAT IS TOO QUICK. I WANT YOU TO SUFFER, BARBARIAN.


AND SUFFER YOU SHALL-- BY REMEMBERING THIS MOMENT FOR THE REST OF YOUR DAYS!
KATE!!

TWENTY YEARS AGO, SCOTT--YET THE MEMORY IS SO FRESH, SO VIVID THAT SOMETIMES I FEEL LIKE IT'S JUST ONLY HAPPENED.
I WAS SENTENCED TO THE STAR PITS. THERE, I MET CH'OD, RAZA AND HEPZIBAH. WE BECAME COMRADES, THEN FRIENDS. EVENTUALLY, WE STOLE THE STARJAMMER AND ESCAPED. WE'VE BEEN FIGHTING THE EMPIRE EVER SINCE.
FIGHTING. I USED TO HATE IT. THAT'S WHY I BECAME A TEST PILOT, THEN JOINED NASA. I LOVED FLYING, LEARNING--NOT KILLING. I YEARNED TO BE A SCIENTIST, NOT A WARRIOR. LOOK AT ME NOW.

YOU WERE RIGHT, SCOTT, I'M NOT THE SAME MAN I WAS. PERHAPS I'M NOT VERY ADMIRABLE, EITHER. BUT I'M NOT ASHAMED OF WHAT I AM, OR WHAT I'VE DONE.
I UNDERSTAND, DAD--AT LEAST, I THINK I'M BEGINNING TO.
THANKS FOR TELLING ME.


TENDER SCENE. PITY TO BREAK IT UP. DUTY CALLS.
DEATHBIRD'S SHIP ON SHORT-RANGE SCANNERS. INTERCEPT IMMINENT. INTERESTED?
VERY!


LED BY "MAM'SELLE HEPZIBAH"--THE ONLY FEMALE MEMBER OF THE CREW, REBELLIOUS SCION OF THE FELINE RACE THAT ONCE VIED WITH THE AVIAN SHI'AR FOR CONTROL OF THEIR GALAXY--
--THE TWO MEN REPAIR TO THE STARJAMMER'S BRIDGE, SCOTT MARVELING AT HOW SO VAST A SPACECRAFT COULD BE OPERATED BY SO FEW PEOPLE.
THE 'JAMMER HAS RETURNED TO NORMAL SPACE--DROPPED BELOW THE SPEED OF LIGHT--AND DEATHBIRD'S MUCH SMALLER VESSEL IS IN SIGHT, GETTING CLOSER BY THE SECOND. STRANGELY, IT DOES NOT TRY TO ESCAPE ITS PURSUER--THOUGH IT MUST BE AWARE OF THE STARJAMMER'S APPROACH--NOR DOES IT TRY TO DEFEND ITSELF.

I DON'T LIKE IT, CYKE. THIS CAPER'S GOIN' DOWN *WAY* TOO EASY--

HUNH?!

WHAT'S THAT ALARM?!

LOOK YOU, K'RIS! THE SCANNERS!

HOW COULD WE HAVE MISSED SUCH A THING?

A CLOAKING DEVICE, PROBABLY. BY THE STARS, I'VE HEARD THE LEGENDS OF SUCH A CRAFT, BUT I NEVER BELIEVED--!

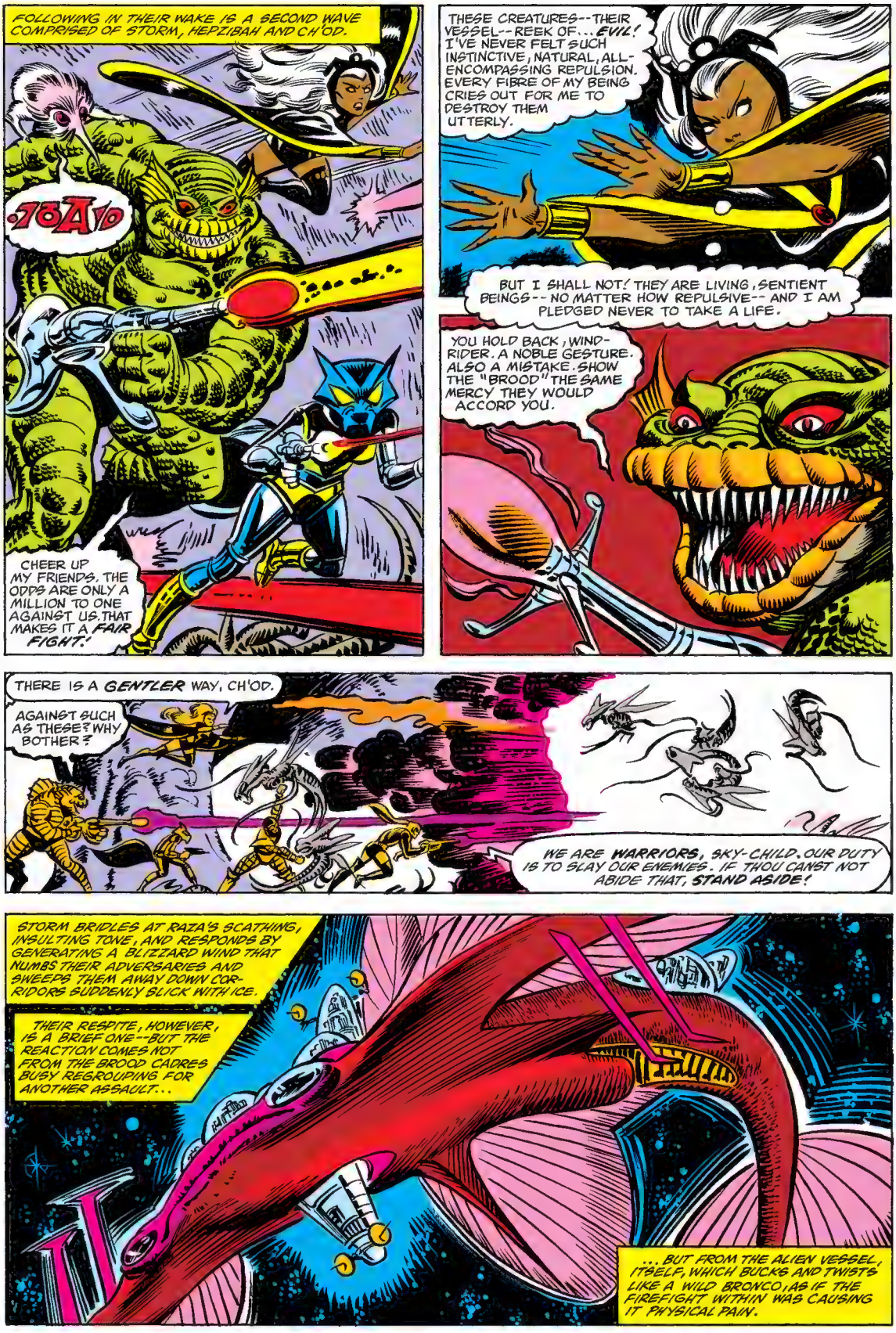
WITH CASUAL CONTEMPTUOUS EASE, BOTH THE STARJAMMER AND ITS PREY ARE OVERTAKEN AND SWALLOWED. DEEP WITHIN THE GARGANTUAN VESSEL, MATTER EXTRUDES FROM INTERIOR WALLS...

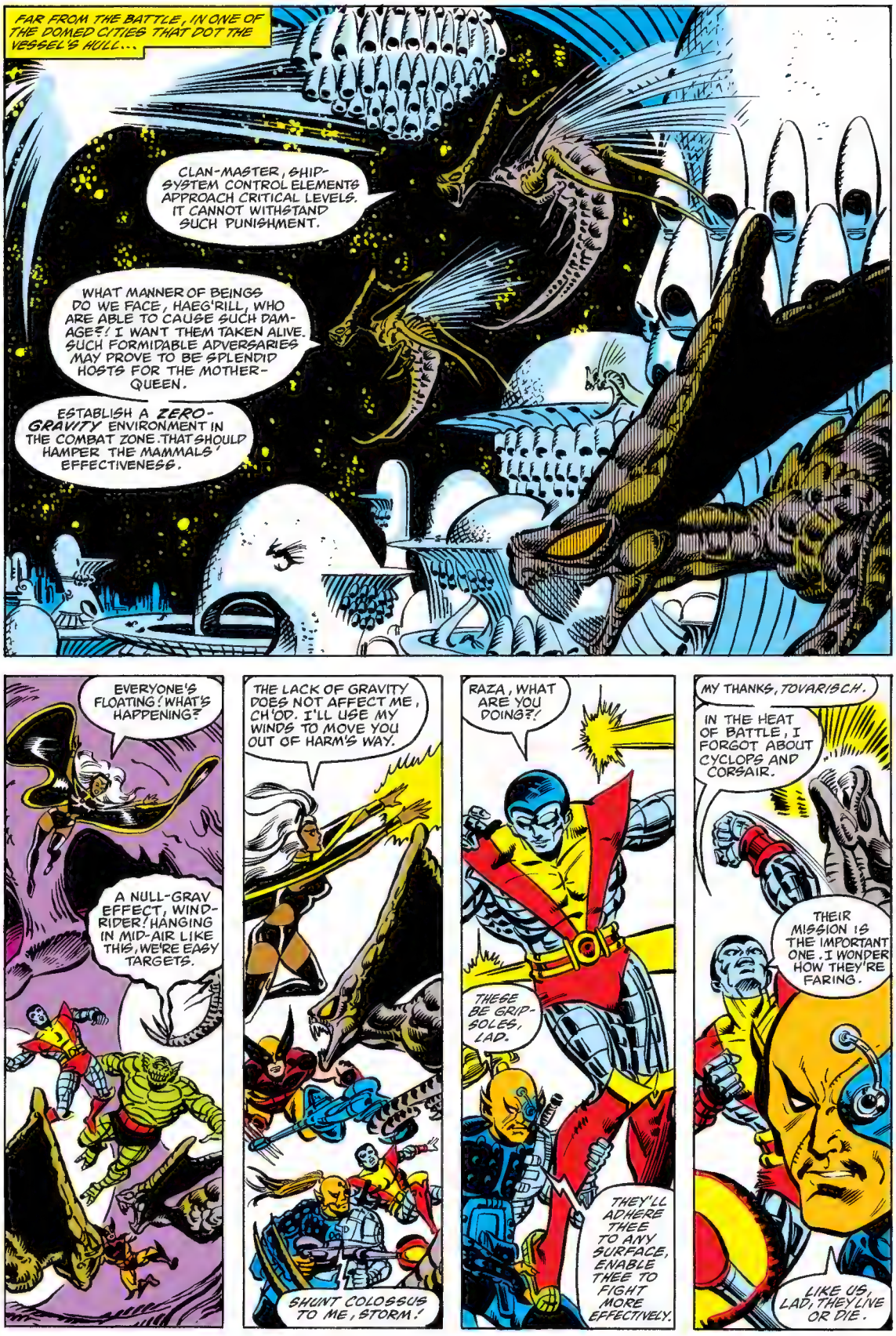
...TO FORM DOCKING CRADLES BENEATH THE TWO SHIPS.

SIMULTANEOUSLY, A HOLLOW PSEUDOPOD SLAPS AGAINST THE STARJAMMER'S PRIMARY AIRLOCK.

ALL ABOARD KNOW WHAT THAT MEANS.

WITHIN THE TUNNEL, A CADRE OF SHOCK TROOPS GATHERS FOR THE ASSAULT, EAGER TO AVENGE THE DEFEAT THEIR BRETHREN SUFFERED AT THE X-MEN'S HANDS, ON EARTH. THEN, WITHOUT WARNING...
BUHWHOOM!
...THE AIRLOCK BLOWS OFF.
DEATHBIRD!
YOU THOUGHT ME SLAIN, BUT COLOSSUS DOES NOT DIE EASILY.
FACE ME, MURDERESS-- IF YOU DARE!
FLANKED BY WOLVERINE AND THE TACITURN, BIONIC WARRIOR, RAZA, THE YOUNG RUSSIAN CHARGES...
...AND MAYHEM ERUPTS WITHIN THE VAST DOCKING BAY.

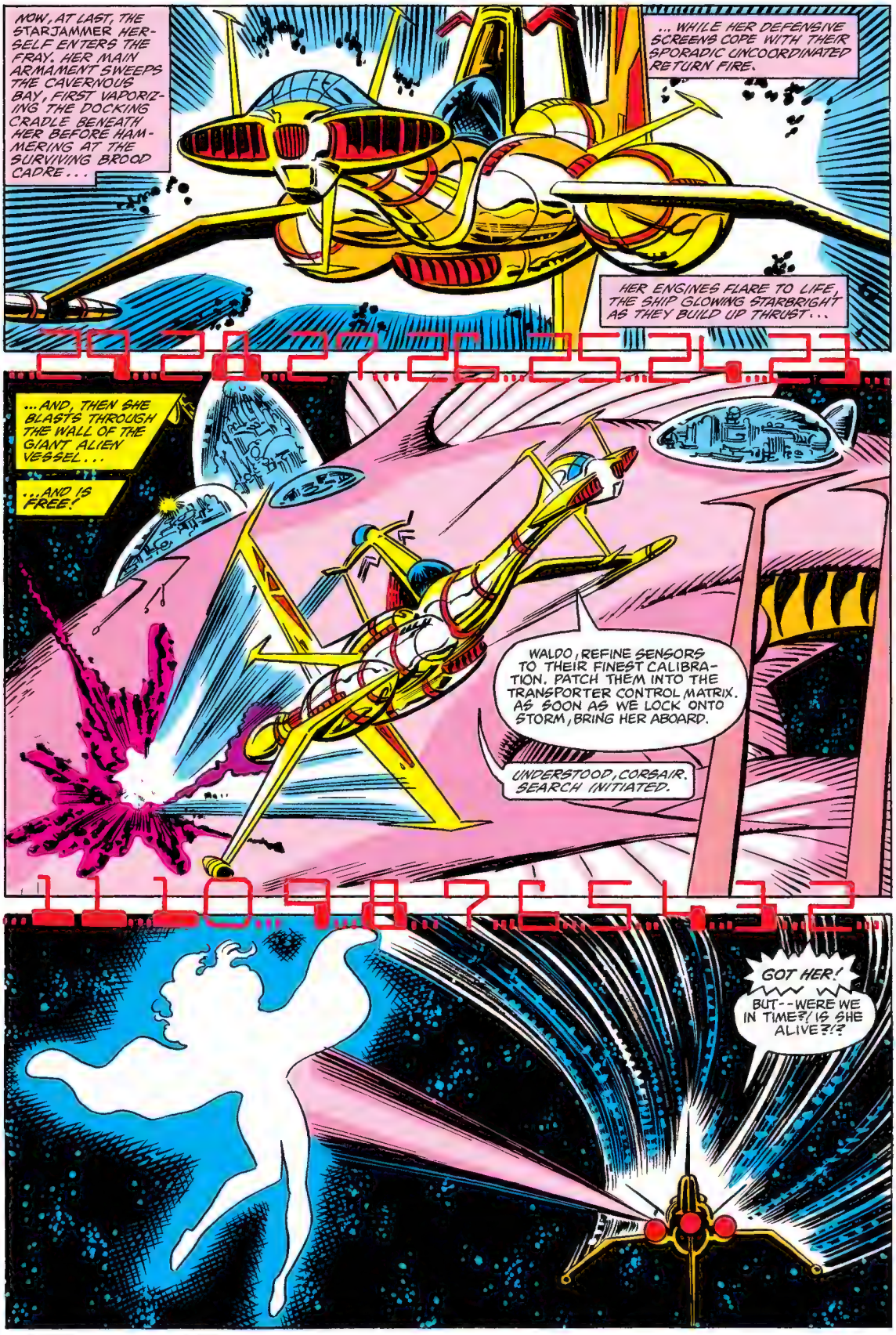

FOLLOWING IN THEIR WAKE IS A SECOND WAVE COMPRISED OF STORM, HEPZIBAH AND CH'OD.
.73A/0
CHEER UP MY FRIENDS, THE ODDS ARE ONLY A MILLION TO ONE AGAINST US. THAT MAKES IT A FAIR FIGHT!
THESE CREATURES--THEIR VESSEL--REEK OF... EVIL! I'VE NEVER FELT SUCH INSTINCTIVE, NATURAL, ALL-ENCOMPASSING REPULSION. EVERY FIBRE OF MY BEING CRIES OUT FOR ME TO DESTROY THEM UTTERLY.
BUT I SHALL NOT! THEY ARE LIVING, SENTIENT BEINGS-- NO MATTER HOW REPULSIVE-- AND I AM PLEDGED NEVER TO TAKE A LIFE.
YOU HOLD BACK, WIND-RIDER. A NOBLE GESTURE. ALSO A MISTAKE. SHOW THE "BROOD" THE SAME MERCY THEY WOULD ACCORD YOU.
THERE IS A GENTLER WAY, CH'OD.
AGAINST SUCH AS THESE? WHY BOTHER?
WE ARE WARRIORS, SKY-CHILD. OUR DUTY IS TO SLAY OUR ENEMIES. IF THOU CANST NOT ABIDE THAT, STAND ASIDE!
STORM BRIDLES AT RAZA'S SCATHING, INSULTING TONE, AND RESPONDS BY GENERATING A BLIZZARD WIND THAT NUMBS THEIR ADVERSARIES AND SWEEPS THEM AWAY DOWN CORRIDORS SUDDENLY SLICK WITH ICE.
THEIR RESPITE, HOWEVER, IS A BRIEF ONE--BUT THE REACTION COMES NOT FROM THE BROOD CADRES BUSY REGROUPING FOR ANOTHER ASSAULT...
... BUT FROM THE ALIEN VESSEL, ITSELF, WHICH BUCKS AND TWISTS LIKE A WILD BRONCO, AS IF THE FIREFIGHT WITHIN WAS CAUSING IT PHYSICAL PAIN.

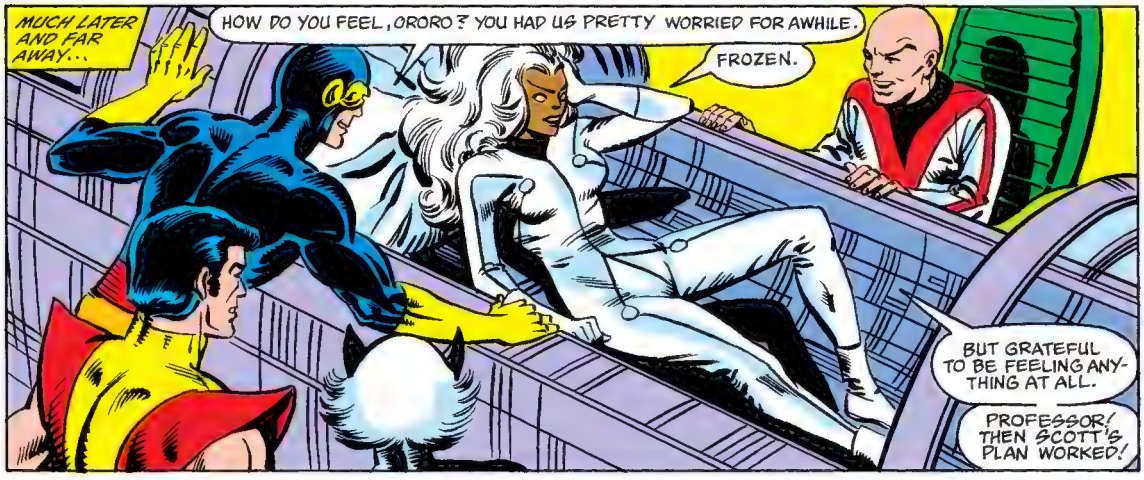

FAR FROM THE BATTLE, IN ONE OF THE DOMED CITIES THAT DOT THE VESSEL'S HULL...
CLAN-MASTER, SHIP-SYSTEM CONTROL ELEMENTS APPROACH CRITICAL LEVELS. IT CANNOT WITHSTAND SUCH PUNISHMENT.
WHAT MANNER OF BEINGS DO WE FACE, HAEG'RILL, WHO ARE ABLE TO CAUSE SUCH DAMAGE?! I WANT THEM TAKEN ALIVE. SUCH FORMIDABLE ADVERSARIES MAY PROVE TO BE SPLENDID HOSTS FOR THE MOTHER-QUEEN.
ESTABLISH A ZERO-GRAVITY ENVIRONMENT IN THE COMBAT ZONE. THAT SHOULD HAMPER THE MAMMALS' EFFECTIVENESS.
EVERYONE'S FLOATING! WHAT'S HAPPENING?
A NULL-GRAV EFFECT, WIND-RIDER! HANGING IN MID-AIR LIKE THIS, WE'RE EASY TARGETS.
THE LACK OF GRAVITY DOES NOT AFFECT ME, CH'OD. I'LL USE MY WINDS TO MOVE YOU OUT OF HARM'S WAY.
SHUNT COLOSSUS TO ME, STORM!
RAZA, WHAT ARE YOU DOING?!
THESE BE GRIP-SOLES, LAD.
THEY'LL ADHERE THEE TO ANY SURFACE, ENABLE THEE TO FIGHT MORE EFFECTIVELY.
MY THANKS, TOVARISCH.
IN THE HEAT OF BATTLE, I FORGOT ABOUT CYCLOPS AND CORSAIR.
THEIR MISSION IS THE IMPORTANT ONE. I WONDER HOW THEY'RE FARING.
LIKE US, LAD, THEY LIVE OR DIE.

AT THAT MOMENT, ABOARD DEATHBIRD'S SHIP...
YOUR FELLOW BEINGS ARE FIGHTING FIERCELY TO LIBERATE YOU, MAJESTRIX. IT IS A SHAME THAT MAGNIFICIENT EFFORT WILL BE IN VAIN.
WHEN THEY REACH THIS COMPARTMENT-- IF THEY REACH IT--THEY WILL FIND...
... NAUGHT BUT YOUR CINDERED CORPSES!
AN INHIBITOR FIELD WITHIN THIS CELL...
CHARLES-- I LOVE YOU.
... NEUTRALIZES MY MENTAL POWERS. WE ARE HELPLESS.
ALIEN "FINGERS" TIGHTEN ON A HALF-DOZEN TRIGGERS...
... BUT THE WEAPONS ARE NEVER FIRED.
KRAK!
AAIIIII!!
PROFESSOR, ARE YOU--?!
CYCLOPS! THANK HEAVEN!
I'M GLAD TO SEE YOU, LAD, THOUGH I SUSPECT YOUR TIMING COULD HAVE BEEN A BIT IMPROVED.
CORSAIR!
AT YOUR SERVICE, MAJESTRIX, FOR THE PRESENT.
HEY!
GET DOWN--ALL OF YOU!
PROFESSOR?!
MORE ALIENS, CYCLOPS, SNEAKING UP BEHIND YOU!

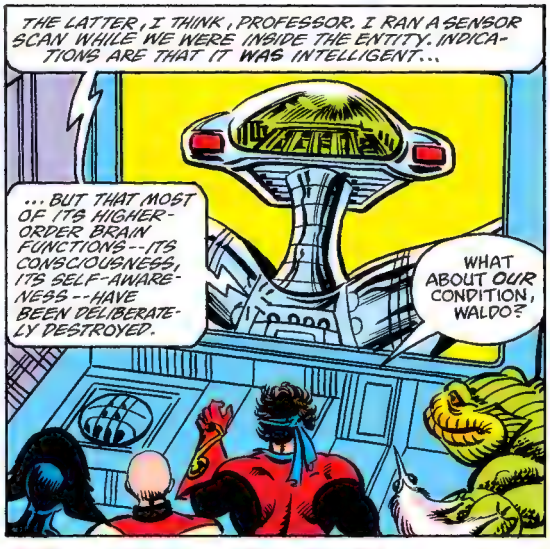
A WARNING WOULD HAVE SUFFICED, PROFESSOR.
OUTSIDE THE CELL, I'M FREE OF THE INHIBITOR FIELD. MY POWERS HAVE RETURNED!
I CAN STUN MY FOES WITH A PSI-BOLT. AND IN ZERO-GRAVITY, I CAN MANEUVER AS WELL AS ANYONE. MY CRUSHED LEGS ARE NO LONGER A SERIOUS HANDICAP.
WHAT DO YOU THINK YOU'RE DOING, ATTACKING THOSE HORRORS WITH YOUR BARE HANDS?! THEY COULD HAVE RIPPED YOU TO SHREDS. YOU AREN'T TRAINED FOR THIS LINE OF WORK, CHARLES. WE ARE. LEAVE THE ROUGH STUFF TO US.
PERHAPS I ACTED HASTILY AND CARELESSLY, CYCLOPS, AND FOR THAT I APOLOGIZE. BUT THE CREATURES THREATENED ME...
...THREATENED THE WOMAN I LOVE.
I COULD NO LONGER SIT IDLY BY AND DO NOTHING. WHATEVER THE CONSEQUENCES, I HAD TO ACT.
IT WAS A SPLENDID--FOOLISH--GESTURE, MY LOVE.
AND I SHALL TREASURE IT FOREVER.
I CAN'T BLAME HIM, REALLY. IN HIS SHOES, I'D HAVE PROBABLY DONE THE SAME.
WHILE THE OTHERS CREATED A DIVERSION, CYCLOPS AND I SNUCK ABOARD DEATHBIRD'S SHIP...
...THROUGH ALL THIS CRAZY ARCHITECTURE. THIS MATERIAL--AND THE INTERIOR LAYOUT--MAKE NO SENSE.
SO DID I, PROFESSOR. BUT THE STARJAMMER'S MIRACLE MACHINES SAVED ME.
COLOSSUS! MY DEAR BOY! I THOUGHT YOU'D BEEN KILLED!
WHERE'S STORM?!
TANGLING WITH DEATHBIRD. BE ALONG SOON...
"...IF SHE'S ABLE."
I'VE NEVER FACED ANYONE WITH SUCH SPEED AND AGILITY. SHE'S MANAGED TO ELUDE ALL MY ELEMENTAL ATTACKS.
WHY DO YOU DEFEND LILANDRA? WAS SHE NOT RESPONSIBLE FOR THE EXECUTION OF YOUR FRIEND AND COMRADE, JEAN GREY?!
BY RIGHTS, WE SHOULD BE ALLIES AGAINST THE EMPIRE. WE ARE KINDRED SOULS, WIND-RIDER. JOIN ME!
OR DIE!
IN NO WAY ARE WE ALIKE, DEATHBIRD. AND WHATEVER LILANDRA IS--GOOD OR BAD--

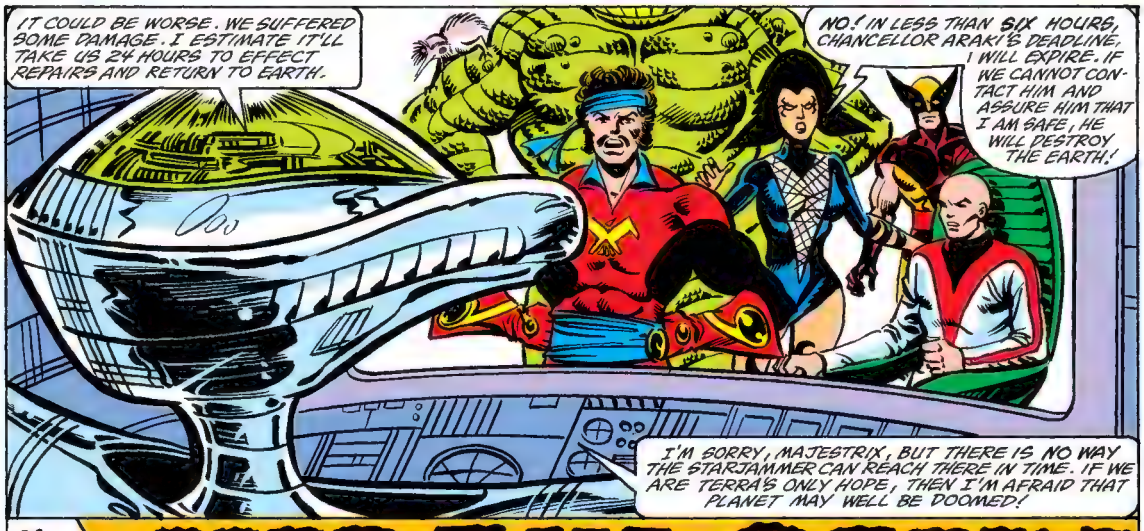
-- YOU ARE INFINITELY WORSE!
WHAT'S THIS?! A LIQUID, OOZING FROM THE WALL?
BLOOD.
THIS SHIP IS NO CONSTRUCT, NO MONSTROUS ALIEN MECHANISM.
GODDESS BE MERCIFUL-- THIS VESSEL IS A LIVING BEING!
WHUNFF!
YOU ARE TOO EASILY DISTRACTED, TERRAN. THIS MISTAKE WILL BE YOUR LAST.
HAEG'RILL, OPEN THE PORTAL!
AT DEATHBIRD'S SHOUTED COMMAND, A PORTION OF THE WALL IRISES OPEN, CREATING A MOMENTARY, NIGH-IRRESISTABLE WHIRLPOOL OF AIR...
...THAT SWEEPS THE SEMI-CONSCIOUS STORM OUT OF THE DOCKING BAY...
...AND INTO SPACE.
FORTUNATELY, HER EXIT DOES NOT GO UNNOTICED.
THERE SHE IS!
SHE'LL DIE UNLESS WE REACH HER. CAN WE DO IT?! IS THERE TIME?
ANALYSIS, WALDO.
ALLOWING FOR STORM'S MUTANT PHYSIOLOGY AND THE ENVIRONMENT PARAMETERS-- TO AVOID TERMINATION OF HER LIFE FUNCTIONS, RESCUE MUST BE EFFECTED WITHIN THIRTY SECONDS.


NOW, AT LAST, THE STARJAMMER HERSELF ENTERS THE FRAY. HER MAIN ARMAMENT SWEEPS THE CAVERNOUS BAY, FIRST VAPORIZING THE DOCKING CRADLE BENEATH HER BEFORE HAMMERING AT THE SURVIVING BROOD CADRE...
...WHILE HER DEFENSIVE SCREENS COPE WITH THEIR SPORADIC UNCOORDINATED RETURN FIRE.
HER ENGINES FLARE TO LIFE, THE SHIP GLOWING STARBRIGHT AS THEY BUILD UP THRUST...
...AND, THEN SHE BLASTS THROUGH THE WALL OF THE GIANT ALIEN VESSEL...
...AND IS FREE!
WALDO, REFINE SENSORS TO THEIR FINEST CALIBRATION. PATCH THEM INTO THE TRANSPORTER CONTROL MATRIX. AS SOON AS WE LOCK ONTO STORM, BRING HER ABOARD.
UNDERSTOOD, CORSAIR. SEARCH INITIATED.
GOT HER!
BUT--WERE WE IN TIME?! IS SHE ALIVE?!?


MUCH LATER AND FAR AWAY...
HOW DO YOU FEEL, ORORO? YOU HAD US PRETTY WORRIED FOR AWHILE.
FROZEN.
BUT GRATEFUL TO BE FEELING ANYTHING AT ALL.
PROFESSOR! THEN SCOTT'S PLAN WORKED!

TO PERFECTION. DEATHBIRD'S SHIP--THE BIG ONE--WAS CRIPPLED IN THE BARGAIN.
IT IS NOT A SPACECRAFT, PROFESSOR, BUT A LIVING CREATURE. IN SAVING YOU AND LILANDRA, WE MAY HAVE DONE IT MORTAL HARM.
ALIVE? BUT HOW COULD THE BROOD CONTROL SUCH AN ENTITY? IS IT SENTIENT--AND IF SO, IS IT THEIR WILLING PARTNER, OR THEIR SLAVE?


THE LATTER, I THINK, PROFESSOR. I RAN A SENSOR SCAN WHILE WE WERE INSIDE THE ENTITY. INDICATIONS ARE THAT IT WAS INTELLIGENT...
...BUT THAT MOST OF ITS HIGHER-ORDER BRAIN FUNCTIONS--ITS CONSCIOUSNESS, ITS SELF-AWARENESS--HAVE BEEN DELIBERATELY DESTROYED.
WHAT ABOUT OUR CONDITION, WALDO?


IT COULD BE WORSE. WE SUFFERED SOME DAMAGE. I ESTIMATE IT'LL TAKE US 24 HOURS TO EFFECT REPAIRS AND RETURN TO EARTH.
NO! IN LESS THAN SIX HOURS, CHANCELLOR ARAKI'S DEADLINE, I WILL EXPIRE. IF WE CANNOT CONTACT HIM AND ASSURE HIM THAT I AM SAFE, HE WILL DESTROY THE EARTH!
I'M SORRY, MAJESTRIX, BUT THERE IS NO WAY THE STARJAMMER CAN REACH THERE IN TIME. IF WE ARE TERRA'S ONLY HOPE, THEN I'M AFRAID THAT PLANET MAY WELL BE DOOMED!

NEXT:

HIDE-'N-SEEK!

A MATTER OF LIFE AND DEATH!

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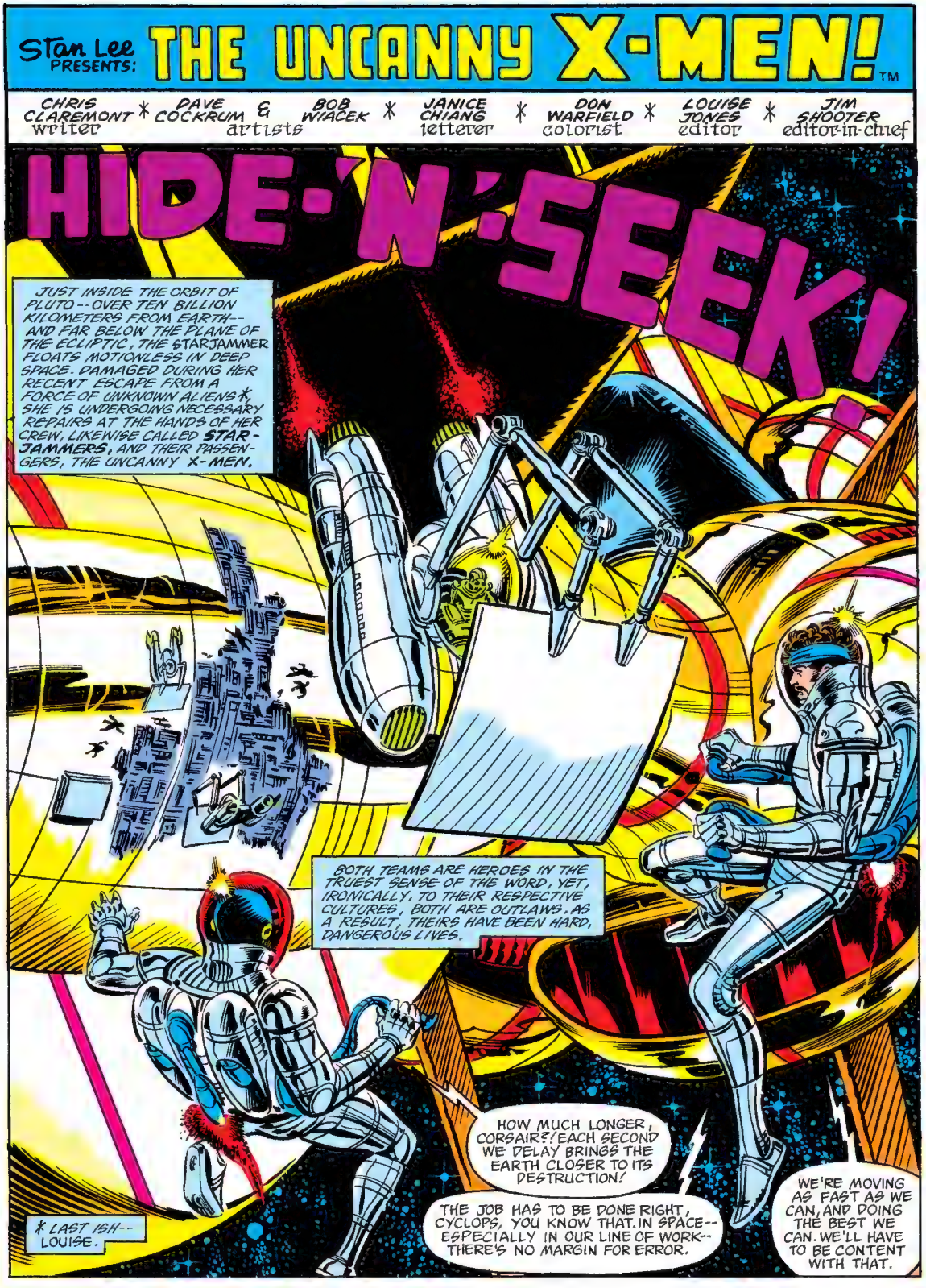
1982 MARVEL COMICS GROUP
MARVEL® COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
THE UNCANNY
X-MEN™
IT'S PHOENIX! BUT SHE'S DEAD!
SURELY YOU KNOW THAT A PHOENIX DIES--
--ONLY TO BE REBORN AGAIN!


Stan Lee PRESENTS: THE UNCANNY X-MEN!™
CHRIS CLAREMONT writer * DAVE COCKRUM & BOB WIACEK artists * JANICE CHIANG letterer * DON WARFIELD colorist * LOUISE JONES editor * JIM SHOOTER editor-in-chief
HIDE-'N'-SEEK!
JUST INSIDE THE ORBIT OF PLUTO--OVER TEN BILLION KILOMETERS FROM EARTH--AND FAR BELOW THE PLANE OF THE ECLIPTIC, THE STARJAMMER FLOATS MOTIONLESS IN DEEP SPACE. DAMAGED DURING HER RECENT ESCAPE FROM A FORCE OF UNKNOWN ALIENS*, SHE IS UNDERGOING NECESSARY REPAIRS AT THE HANDS OF HER CREW, LIKEWISE CALLED STAR-JAMMERS, AND THEIR PASSENGERS, THE UNCANNY X-MEN.
BOTH TEAMS ARE HEROES IN THE TRUEST SENSE OF THE WORD, YET, IRONICALLY, TO THEIR RESPECTIVE CULTURES, BOTH ARE OUTLAWS. AS A RESULT, THEIRS HAVE BEEN HARD, DANGEROUS LIVES.
HOW MUCH LONGER, CORSAIR?! EACH SECOND WE DELAY BRINGS THE EARTH CLOSER TO ITS DESTRUCTION!
THE JOB HAS TO BE DONE RIGHT, CYCLOPS, YOU KNOW THAT. IN SPACE--ESPECIALLY IN OUR LINE OF WORK--THERE'S NO MARGIN FOR ERROR.
WE'RE MOVING AS FAST AS WE CAN, AND DOING THE BEST WE CAN. WE'LL HAVE TO BE CONTENT WITH THAT.
* LAST ISH--LOUISE.

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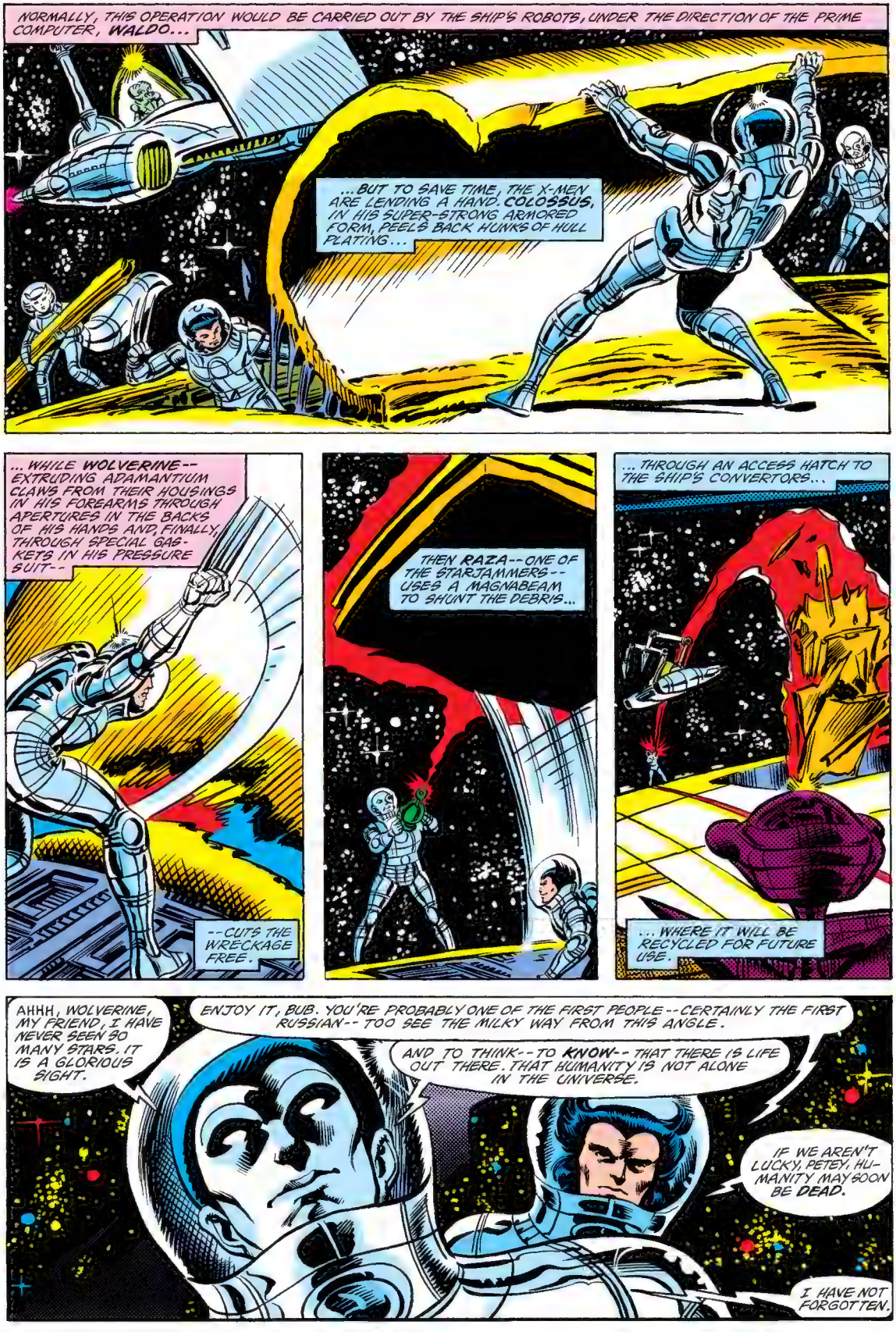
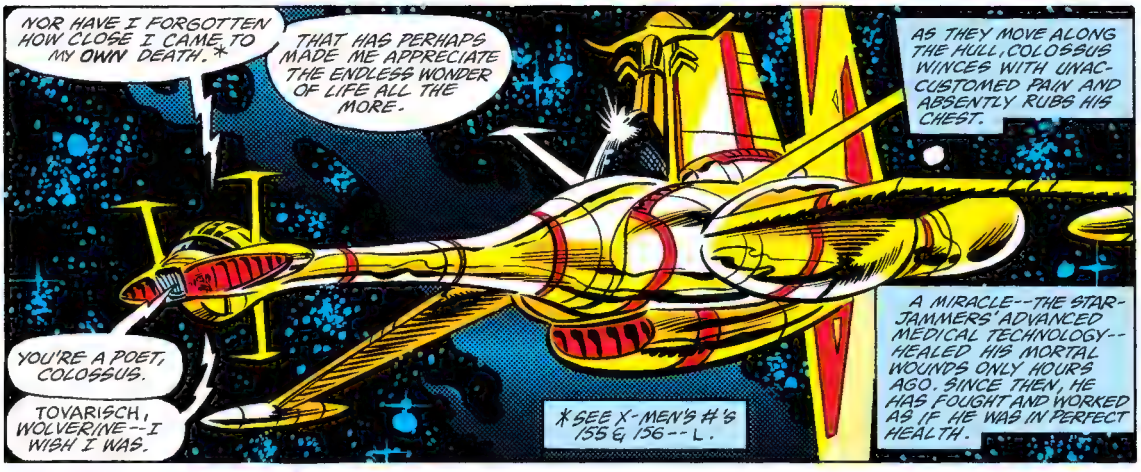
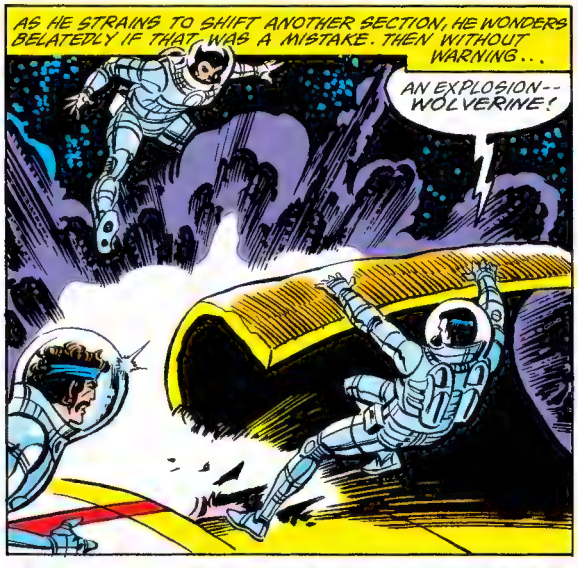
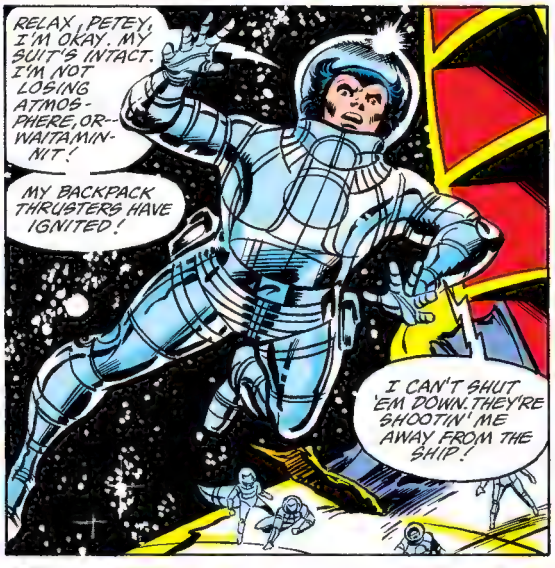
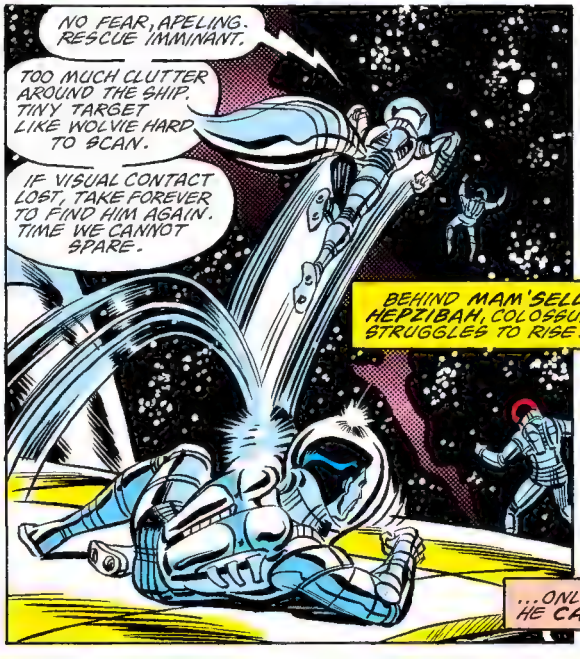
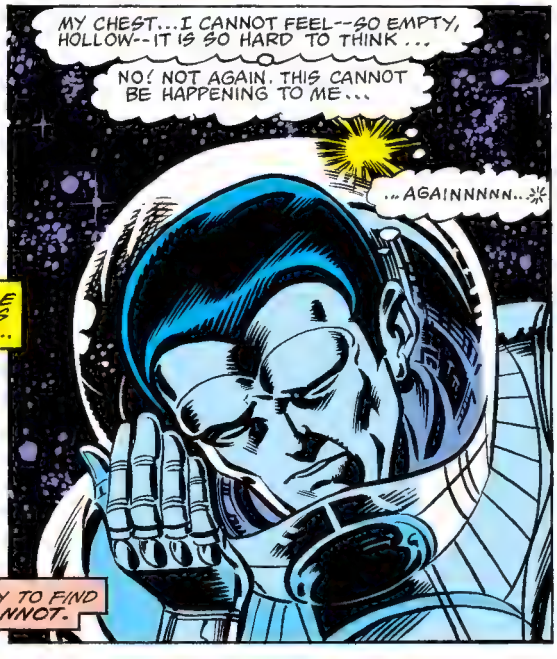

NORMALLY, THIS OPERATION WOULD BE CARRIED OUT BY THE SHIP'S ROBOTS, UNDER THE DIRECTION OF THE PRIME COMPUTER, WALDO...
...BUT TO SAVE TIME, THE X-MEN ARE LENDING A HAND. COLOSSUS, IN HIS SUPER-STRONG ARMORED FORM, PEELS BACK HUNKS OF HULL PLATING...
...WHILE WOLVERINE-- EXTRUDING ADAMANTIUM CLAWS FROM THEIR HOUSINGS IN HIS FOREARMS THROUGH APERTURES IN THE BACKS OF HIS HANDS AND, FINALLY, THROUGH SPECIAL GASKETS IN HIS PRESSURE SUIT--
--CUTS THE WRECKAGE FREE.
THEN RAZA--ONE OF THE STARJAMMERS--USES A MAGNABEAM TO SHUNT THE DEBRIS...
...THROUGH AN ACCESS HATCH TO THE SHIP'S CONVERTORS...
...WHERE IT WILL BE RECYCLED FOR FUTURE USE.
AHHH, WOLVERINE, MY FRIEND, I HAVE NEVER SEEN SO MANY STARS. IT IS A GLORIOUS SIGHT.
ENJOY IT, BUB. YOU'RE PROBABLY ONE OF THE FIRST PEOPLE--CERTAINLY THE FIRST RUSSIAN--TOO SEE THE MILKY WAY FROM THIS ANGLE.
AND TO THINK--TO KNOW--THAT THERE IS LIFE OUT THERE. THAT HUMANITY IS NOT ALONE IN THE UNIVERSE.
IF WE AREN'T LUCKY, PETEY, HUMANITY MAY SOON BE DEAD.
I HAVE NOT FORGOTTEN.

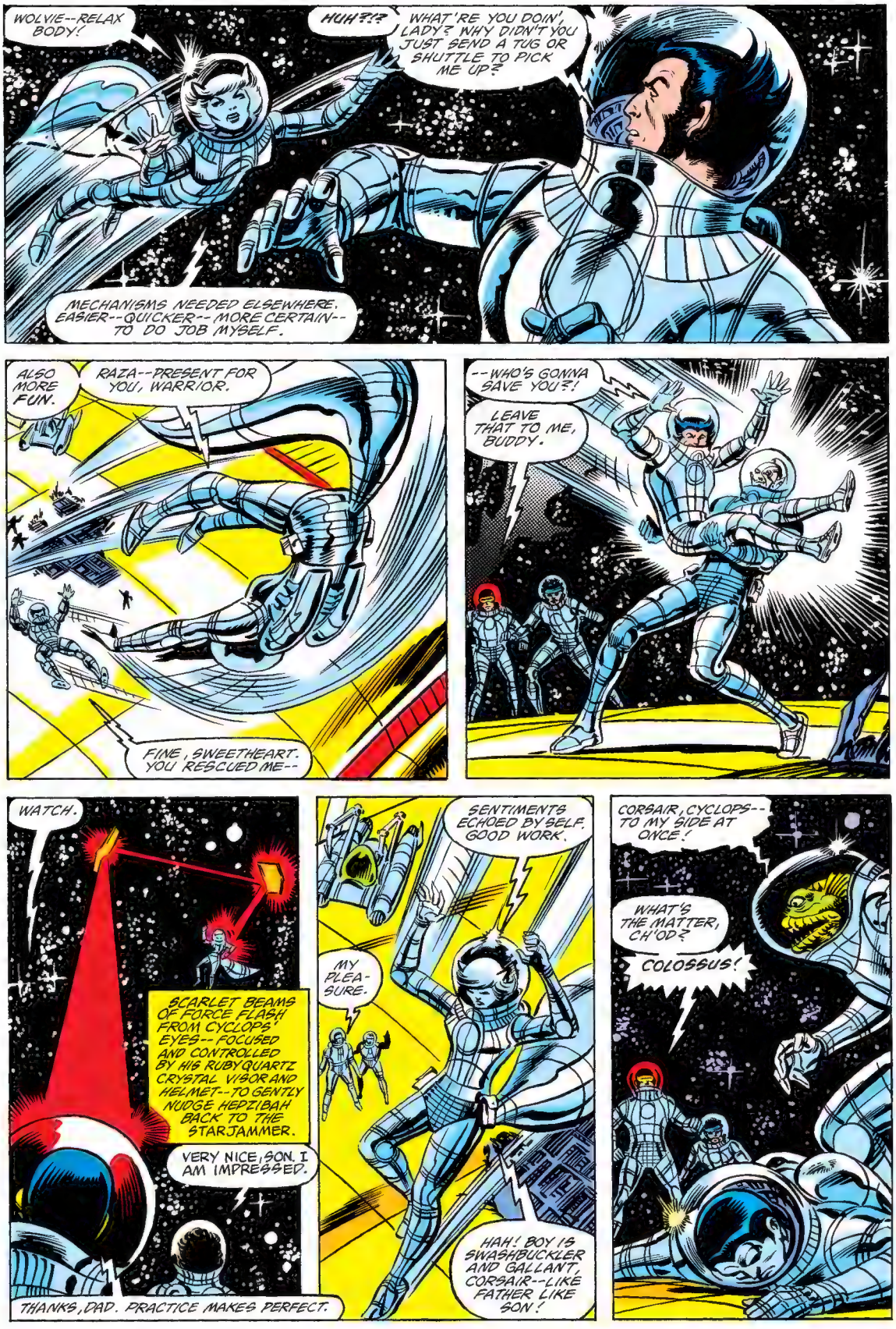

NOR HAVE I FORGOTTEN HOW CLOSE I CAME TO MY OWN DEATH.*
THAT HAS PERHAPS MADE ME APPRECIATE THE ENDLESS WONDER OF LIFE ALL THE MORE.
AS THEY MOVE ALONG THE HULL, COLOSSUS WINCES WITH UNACCUSTOMED PAIN AND ABSENTLY RUBS HIS CHEST.
YOU'RE A POET, COLOSSUS.
TOVARISCH, WOLVERINE--I WISH I WAS.
*SEE X-MEN'S #'S 155 & 156--L.
A MIRACLE--THE STAR-JAMMERS' ADVANCED MEDICAL TECHNOLOGY--HEALED HIS MORTAL WOUNDS ONLY HOURS AGO. SINCE THEN, HE HAS FOUGHT AND WORKED AS IF HE WAS IN PERFECT HEALTH.

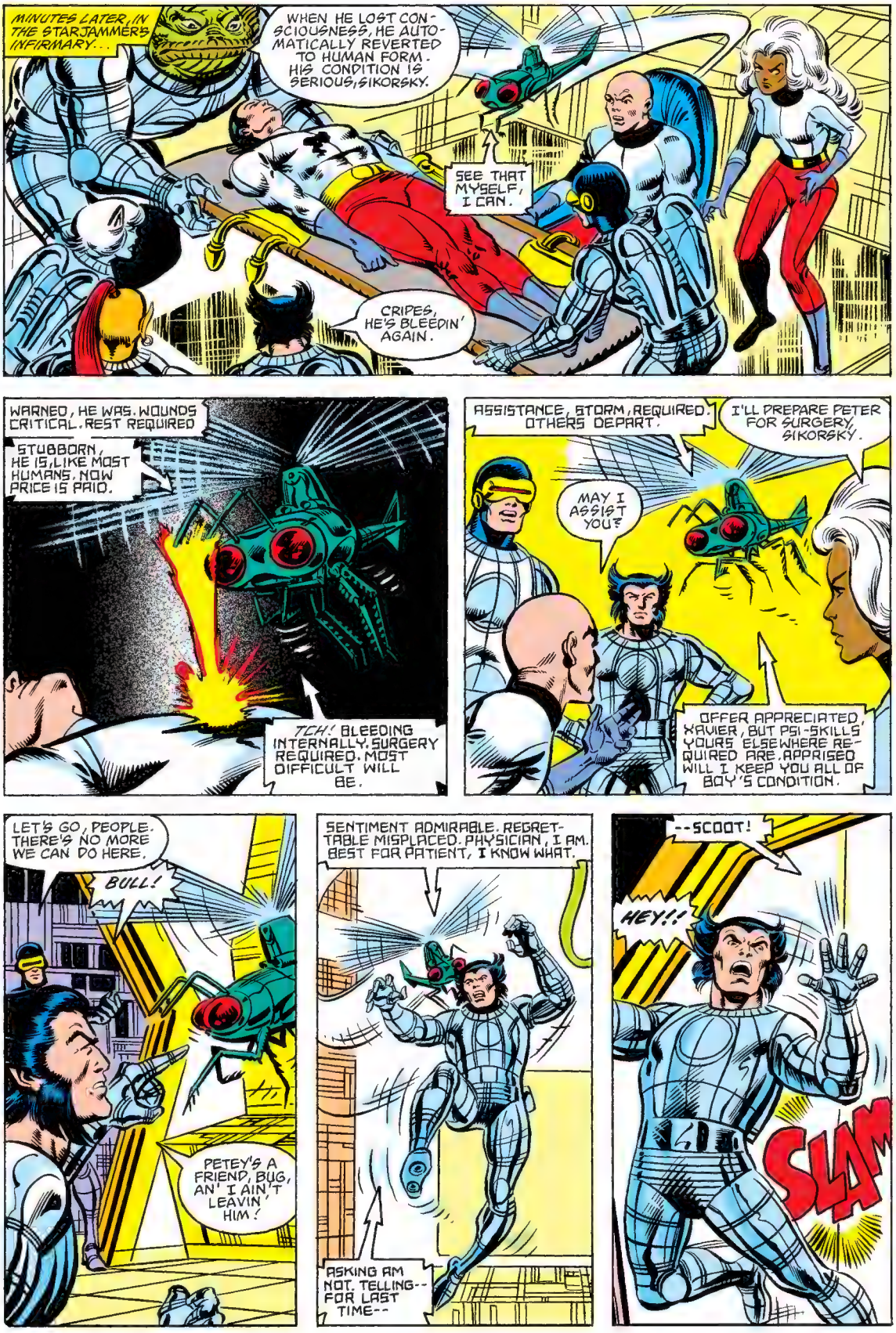

AS HE STRAINS TO SHIFT ANOTHER SECTION, HE WONDERS BELATEDLY IF THAT WAS A MISTAKE. THEN WITHOUT WARNING...
AN EXPLOSION--WOLVERINE!

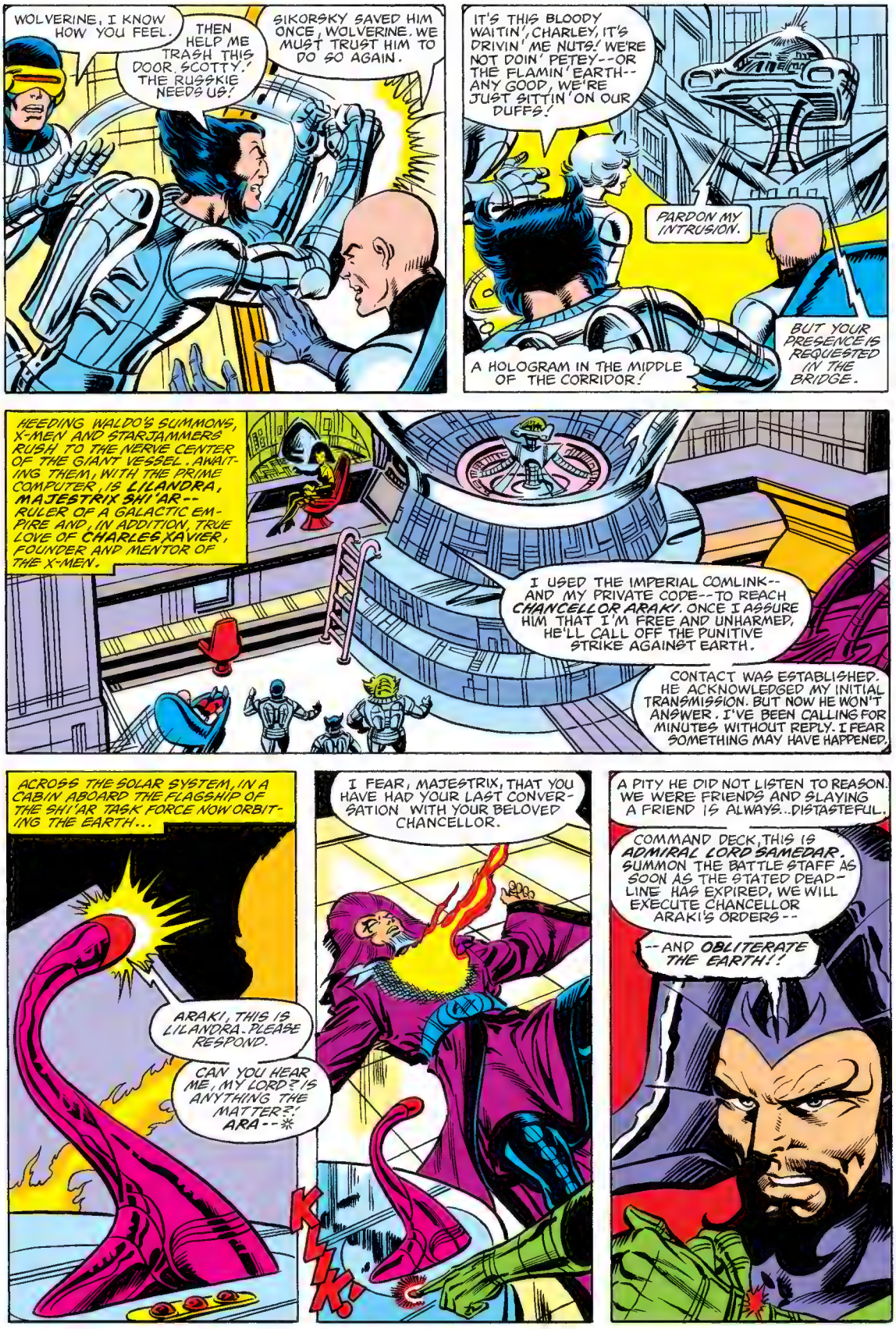

RELAX, PETEY, I'M OKAY. MY SUIT'S INTACT. I'M NOT LOSING ATMOSPHERE, OR--WAITAMINNIT!
MY BACKPACK THRUSTERS HAVE IGNITED!
I CAN'T SHUT 'EM DOWN. THEY'RE SHOOTIN' ME AWAY FROM THE SHIP!

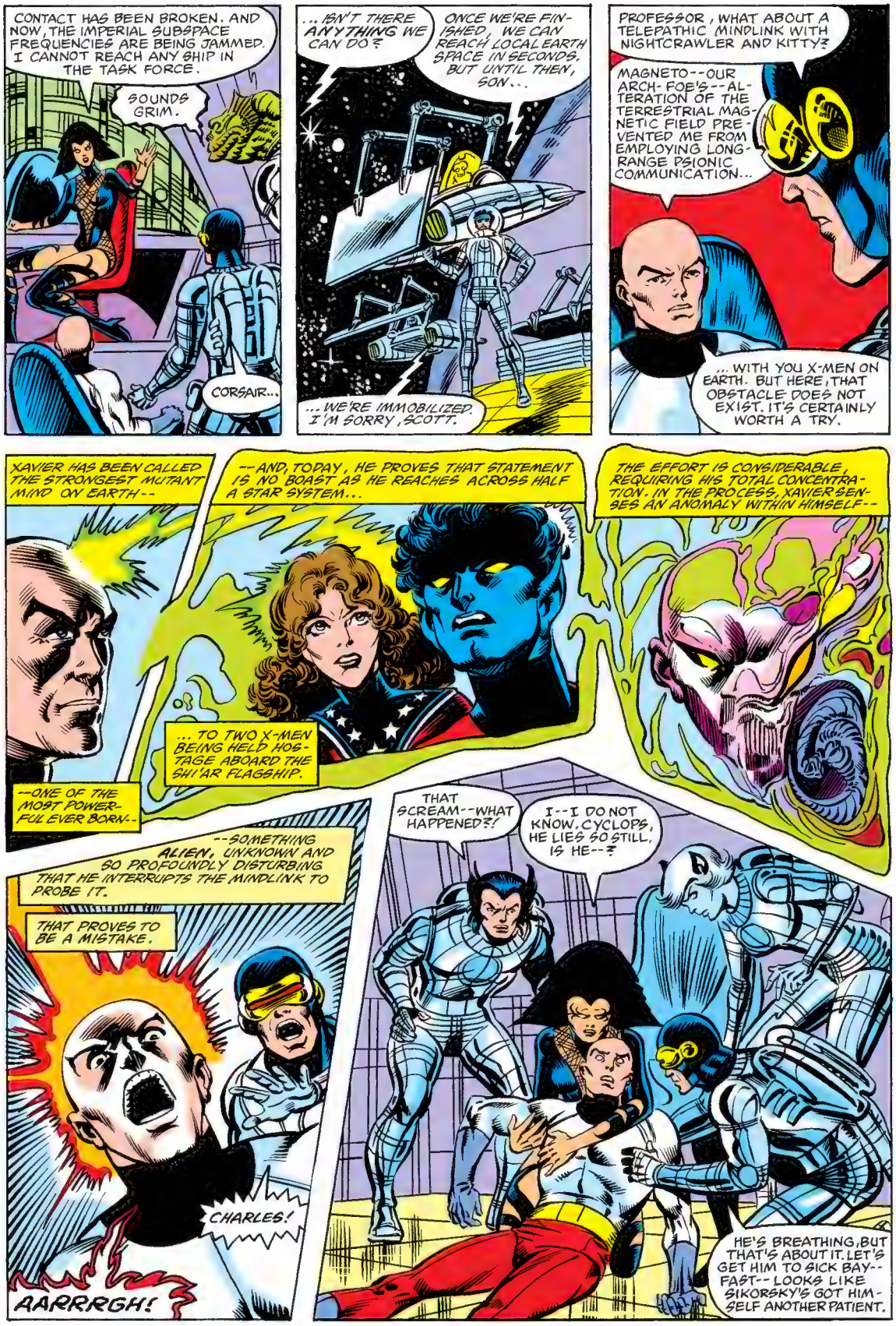

NO FEAR, APELING. RESCUE IMMINANT.
TOO MUCH CLUTTER AROUND THE SHIP. TINY TARGET LIKE WOLVIE HARD TO SCAN.
IF VISUAL CONTACT LOST, TAKE FOREVER TO FIND HIM AGAIN. TIME WE CANNOT SPARE.
BEHIND MAM'SELLE HEPZIBAH, COLOSSUS STRUGGLES TO RISE...
...ONLY TO FIND HE CANNOT.

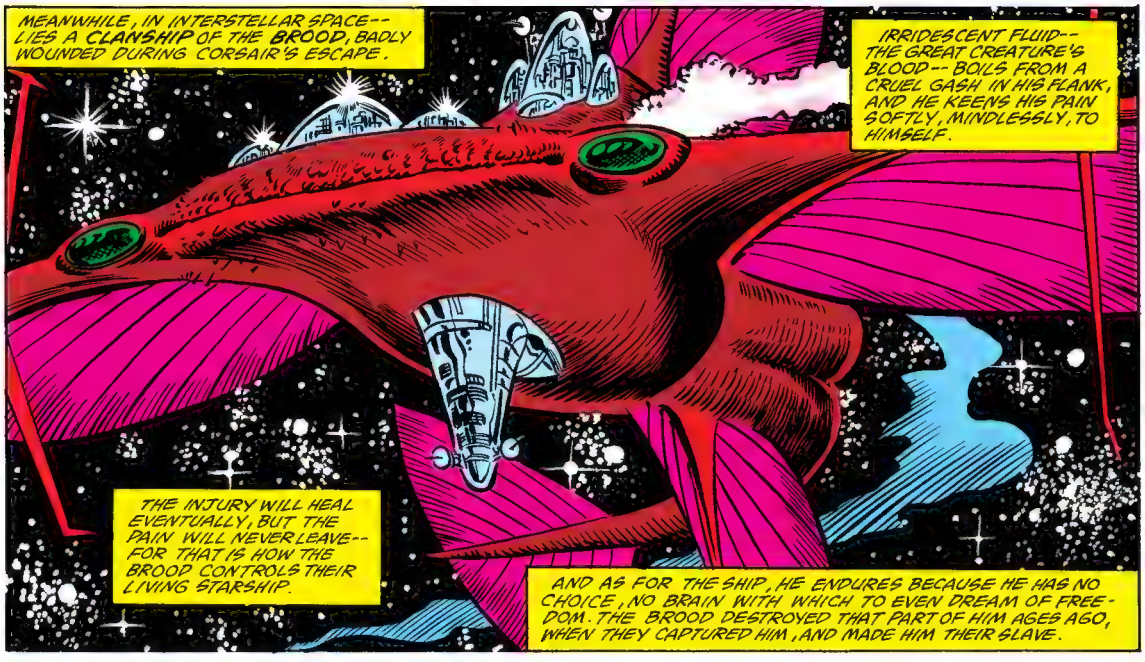

MY CHEST...I CANNOT FEEL--SO EMPTY, HOLLOW--IT IS SO HARD TO THINK...
NO! NOT AGAIN. THIS CANNOT BE HAPPENING TO ME...
...AGAINNNNN...

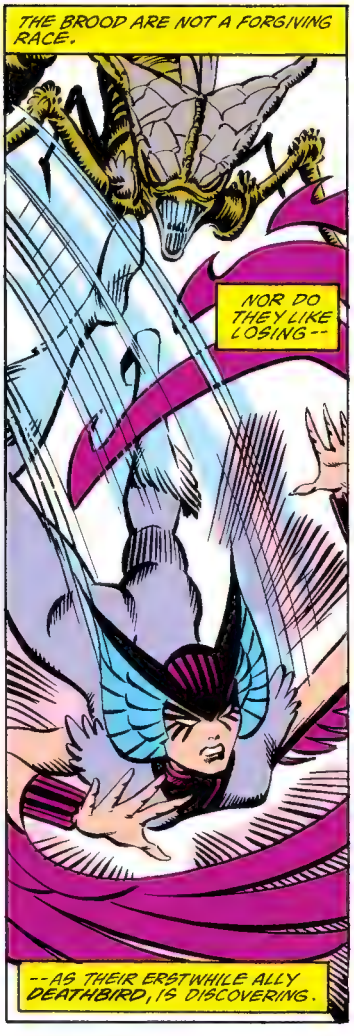

WOLVIE--RELAX BODY!
HUH?!?
WHAT'RE YOU DOIN', LADY? WHY DIDN'T YOU JUST SEND A TUG OR SHUTTLE TO PICK ME UP?
MECHANISMS NEEDED ELSEWHERE. EASIER--QUICKER--MORE CERTAIN--TO DO JOB MYSELF.
ALSO MORE FUN.
RAZA--PRESENT FOR YOU, WARRIOR.
FINE, SWEETHEART. YOU RESCUED ME--
--WHO'S GONNA SAVE YOU?!
LEAVE THAT TO ME, BUDDY.
WATCH.
SCARLET BEAMS OF FORCE FLASH FROM CYCLOPS' EYES--FOCUSED AND CONTROLLED BY HIS RUBY QUARTZ CRYSTAL VISOR AND HELMET--TO GENTLY NUDGE HEPZIBAH BACK TO THE STARJAMMER.
VERY NICE, SON. I AM IMPRESSED.
THANKS, DAD. PRACTICE MAKES PERFECT.
SENTIMENTS ECHOED BY SELF. GOOD WORK.
MY PLEA-SURE.
HAH! BOY IS SWASHBUCKLER AND GALLANT, CORSAIR--LIKE FATHER LIKE SON!
CORSAIR, CYCLOPS--TO MY SIDE AT ONCE!
WHAT'S THE MATTER, CH'OD?
COLOSSUS!

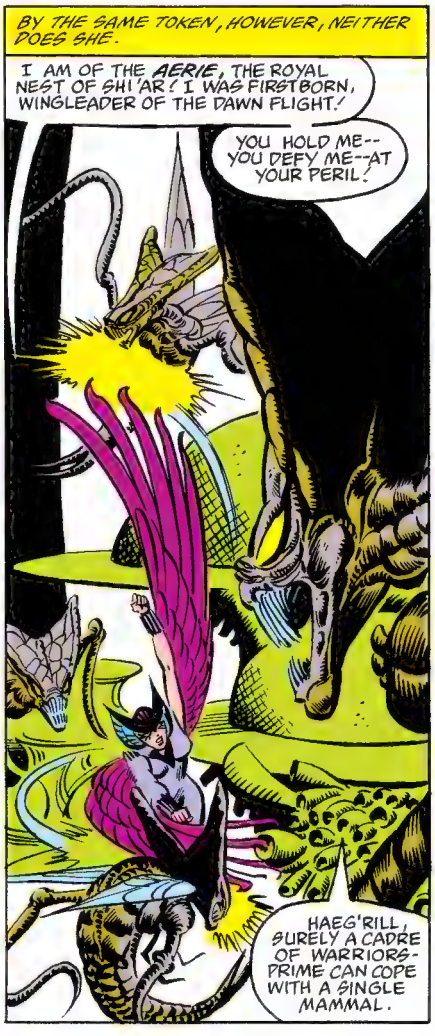

MINUTES LATER, IN THE STARJAMMER'S INFIRMARY...
WHEN HE LOST CONSCIOUSNESS, HE AUTOMATICALLY REVERTED TO HUMAN FORM. HIS CONDITION IS SERIOUS, SIKORSKY.
SEE THAT MYSELF, I CAN.
CRIPES, HE'S BLEEDIN' AGAIN.
WARNED, HE WAS. WOUNDS CRITICAL. REST REQUIRED
STUBBORN, HE IS, LIKE MOST HUMANS. NOW PRICE IS PAID.
TCH! BLEEDING INTERNALLY. SURGERY REQUIRED. MOST DIFFICULT WILL BE.
ASSISTANCE, STORM, REQUIRED. OTHERS DEPART.
I'LL PREPARE PETER FOR SURGERY, SIKORSKY.
MAY I ASSIST YOU?
OFFER APPRECIATED, XAVIER, BUT PSI-SKILLS YOURS ELSEWHERE REQUIRED ARE. APPRISED WILL I KEEP YOU ALL OF BOY'S CONDITION.
LET'S GO, PEOPLE. THERE'S NO MORE WE CAN DO HERE.
BULL!
PETEY'S A FRIEND, BUG, AN' I AIN'T LEAVIN' HIM!
SENTIMENT ADMIRABLE. REGRETTABLE MISPLACED. PHYSICIAN, I AM. BEST FOR PATIENT, I KNOW WHAT.
ASKING AM NOT. TELLING-- FOR LAST TIME--
--SCOOT!
HEY!!
SLAM


WOLVERINE, I KNOW HOW YOU FEEL.
THEN HELP ME TRASH THIS DOOR, SCOTTY! THE RUSSKIE NEEDS US!
SIKORSKY SAVED HIM ONCE, WOLVERINE. WE MUST TRUST HIM TO DO SO AGAIN.
IT'S THIS BLOODY WAITIN', CHARLEY, IT'S DRIVIN' ME NUTS! WE'RE NOT DOIN' PETEY--OR THE FLAMIN' EARTH--ANY GOOD, WE'RE JUST SITTIN' ON OUR DUFFS!
PARDON MY INTRUSION.
BUT YOUR PRESENCE IS REQUESTED IN THE BRIDGE.
A HOLOGRAM IN THE MIDDLE OF THE CORRIDOR!
HEEDING WALDO'S SUMMONS, X-MEN AND STARJAMMERS RUSH TO THE NERVE CENTER OF THE GIANT VESSEL, AWAITING THEM, WITH THE PRIME COMPUTER, IS LILANDRA, MAJESTRIX SHI'AR--RULER OF A GALACTIC EMPIRE AND, IN ADDITION, TRUE LOVE OF CHARLES XAVIER, FOUNDER AND MENTOR OF THE X-MEN.
I USED THE IMPERIAL COMLINK--AND MY PRIVATE CODE--TO REACH CHANCELLOR ARAKI. ONCE I ASSURE HIM THAT I'M FREE AND UNHARMED, HE'LL CALL OFF THE PUNITIVE STRIKE AGAINST EARTH.
CONTACT WAS ESTABLISHED. HE ACKNOWLEDGED MY INITIAL TRANSMISSION. BUT NOW HE WON'T ANSWER. I'VE BEEN CALLING FOR MINUTES WITHOUT REPLY. I FEAR SOMETHING MAY HAVE HAPPENED.
ACROSS THE SOLAR SYSTEM, IN A CABIN ABOARD THE FLAGSHIP OF THE SHI'AR TASK FORCE NOW ORBITING THE EARTH...
ARAKI, THIS IS LILANDRA. PLEASE RESPOND.
CAN YOU HEAR ME, MY LORD? IS ANYTHING THE MATTER?! ARA--*
I FEAR, MAJESTRIX, THAT YOU HAVE HAD YOUR LAST CONVERSATION WITH YOUR BELOVED CHANCELLOR.
KLK!
A PITY HE DID NOT LISTEN TO REASON. WE WERE FRIENDS AND SLAYING A FRIEND IS ALWAYS...DISTASTEFUL.
COMMAND DECK, THIS IS ADMIRAL LORD SAMEDAR. SUMMON THE BATTLE STAFF AS SOON AS THE STATED DEADLINE HAS EXPIRED, WE WILL EXECUTE CHANCELLOR ARAKI'S ORDERS--
--AND OBLITERATE THE EARTH!!

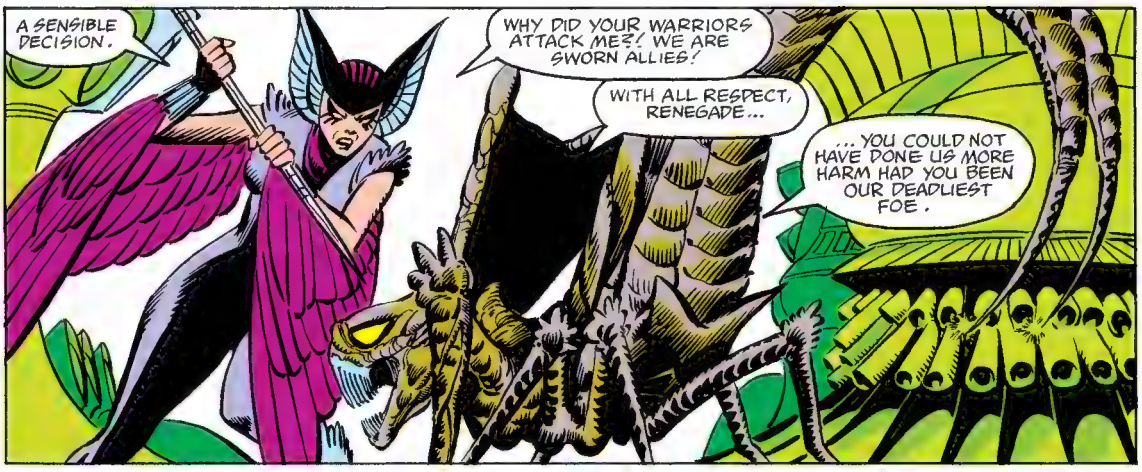

CONTACT HAS BEEN BROKEN. AND NOW, THE IMPERIAL SUBSPACE FREQUENCIES ARE BEING JAMMED. I CANNOT REACH ANY SHIP IN THE TASK FORCE.
SOUNDS GRIM.
CORSAIR...
...ISN'T THERE ANYTHING WE CAN DO?
ONCE WE'RE FINISHED, WE CAN REACH LOCAL EARTH SPACE IN SECONDS. BUT UNTIL THEN, SON...
...WE'RE IMMOBILIZED. I'M SORRY, SCOTT.
PROFESSOR, WHAT ABOUT A TELEPATHIC MINDLINK WITH NIGHTCRAWLER AND KITTY?
MAGNETO--OUR ARCH-FOE'S--ALTERATION OF THE TERRESTRIAL MAGNETIC FIELD PREVENTED ME FROM EMPLOYING LONG-RANGE PSIONIC COMMUNICATION...
...WITH YOU X-MEN ON EARTH. BUT HERE, THAT OBSTACLE DOES NOT EXIST. IT'S CERTAINLY WORTH A TRY.
XAVIER HAS BEEN CALLED THE STRONGEST MUTANT MIND ON EARTH--
--AND, TODAY, HE PROVES THAT STATEMENT IS NO BOAST AS HE REACHES ACROSS HALF A STAR SYSTEM...
THE EFFORT IS CONSIDERABLE, REQUIRING HIS TOTAL CONCENTRATION. IN THE PROCESS, XAVIER SENSES AN ANOMALY WITHIN HIMSELF--
...TO TWO X-MEN BEING HELD HOSTAGE ABOARD THE SHI'AR FLAGSHIP.
--ONE OF THE MOST POWERFUL EVER BORN--
--SOMETHING ALIEN, UNKNOWN AND SO PROFOUNDLY DISTURBING THAT HE INTERRUPTS THE MINDLINK TO PROBE IT.
THAT PROVES TO BE A MISTAKE.
CHARLES!
AARRRGH!
THAT SCREAM--WHAT HAPPENED?!
I--I DO NOT KNOW, CYCLOPS, HE LIES SO STILL. IS HE--?
HE'S BREATHING, BUT THAT'S ABOUT IT. LET'S GET HIM TO SICK BAY--FAST--LOOKS LIKE SIKORSKY'S GOT HIMSELF ANOTHER PATIENT.

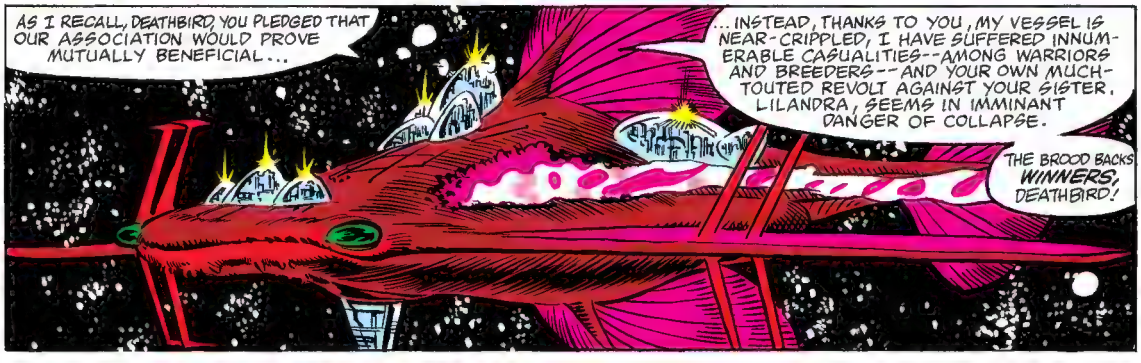

MEANWHILE, IN INTERSTELLAR SPACE-- LIES A CLANSHIP OF THE BROOD, BADLY WOUNDED DURING CORSAIR'S ESCAPE.
IRRIDESCENT FLUID-- THE GREAT CREATURE'S BLOOD-- BOILS FROM A CRUEL GASH IN HIS FLANK, AND HE KEENS HIS PAIN SOFTLY, MINDLESSLY, TO HIMSELF.
THE INJURY WILL HEAL EVENTUALLY, BUT THE PAIN WILL NEVER LEAVE-- FOR THAT IS HOW THE BROOD CONTROLS THEIR LIVING STARSHIP.
AND AS FOR THE SHIP, HE ENDURES BECAUSE HE HAS NO CHOICE, NO BRAIN WITH WHICH TO EVEN DREAM OF FREEDOM. THE BROOD DESTROYED THAT PART OF HIM AGES AGO, WHEN THEY CAPTURED HIM, AND MADE HIM THEIR SLAVE.


THE BROOD ARE NOT A FORGIVING RACE.
NOR DO THEY LIKE LOSING--
--AS THEIR ERSTWHILE ALLY DEATHBIRD, IS DISCOVERING.

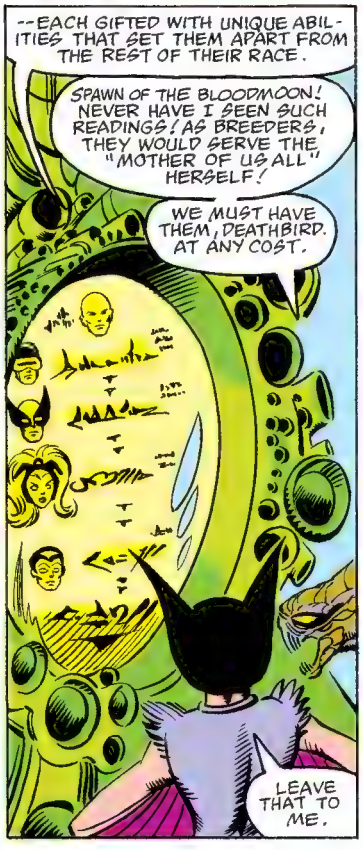

BY THE SAME TOKEN, HOWEVER, NEITHER DOES SHE.
I AM OF THE AERIE, THE ROYAL NEST OF SHI'AR! I WAS FIRSTBORN, WINGLEADER OF THE DAWN FLIGHT!
YOU HOLD ME-- YOU DEFY ME--AT YOUR PERIL!
HAEG'RILL, SURELY A CADRE OF WARRIORS-PRIME CAN COPE WITH A SINGLE MAMMAL.

YOUR SECOND-IN-COMMAND CANNOT ANSWER YOU, CLANMASTER, NOR CAN HIS CADRE.
YOU CANNOT SLAY US ALL, DEATHBIRD.
PERHAPS. BUT YOU WILL NOT LIVE TO SEE ME FALL.
POINT... WELL TAKEN. I PROPOSE A TRUCE.


A SENSIBLE DECISION.
WHY DID YOUR WARRIORS ATTACK ME?! WE ARE SWORN ALLIES!
WITH ALL RESPECT, RENEGADE...
...YOU COULD NOT HAVE DONE US MORE HARM HAD YOU BEEN OUR DEADLIEST FOE.

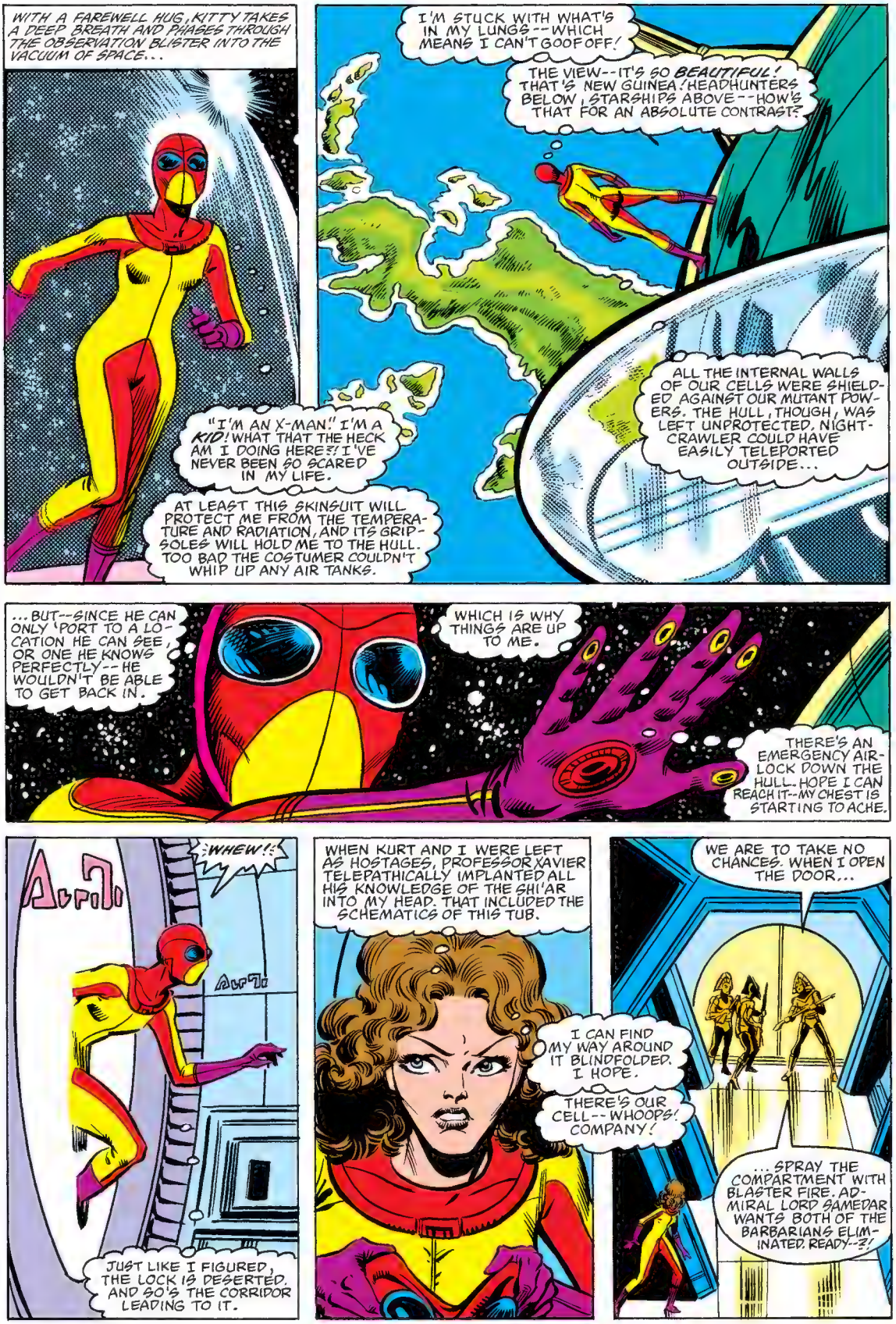

AS I RECALL, DEATHBIRD, YOU PLEDGED THAT OUR ASSOCIATION WOULD PROVE MUTUALLY BENEFICIAL...
...INSTEAD, THANKS TO YOU, MY VESSEL IS NEAR-CRIPPLED, I HAVE SUFFERED INNUMERABLE CASUALITIES--AMONG WARRIORS AND BREEDERS--AND YOUR OWN MUCH-TOUTED REVOLT AGAINST YOUR SISTER, LILANDRA, SEEMS IN IMMINANT DANGER OF COLLAPSE.
THE BROOD BACKS *WINNERS*, DEATHBIRD!

THEN, KAM'N'EHAR I HAVE NOTHING TO FEAR.
THIS COMPUTER MODULE CONTAINS GENETIC SCANS OF LILANDRA'S CONSORT, XAVIER, AND HIS PUPILS, TAKEN DURING OUR FIGHT ON EARTH AND ABOARD YOUR CLANSHIP.
THEY ARE *MUTANTS*--

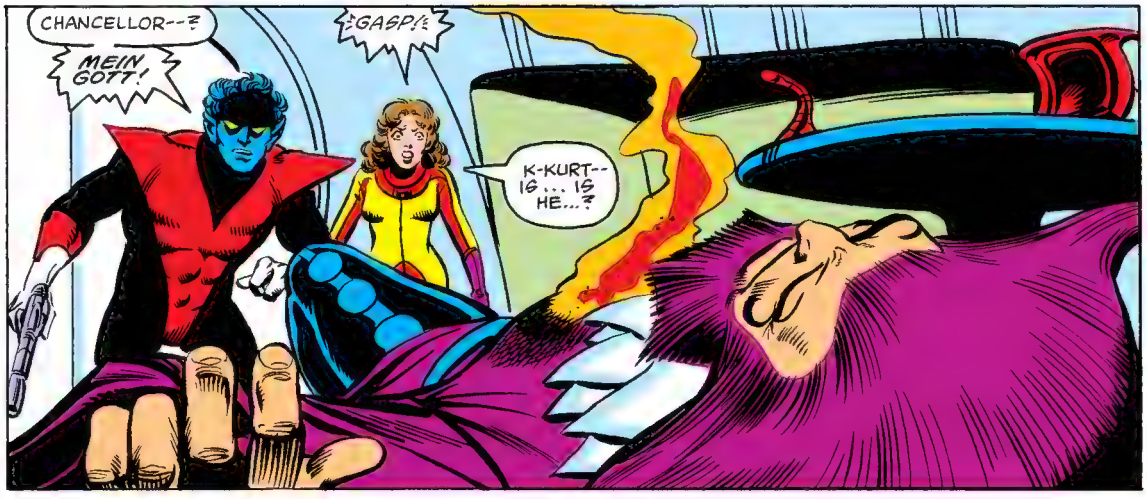

--EACH GIFTED WITH UNIQUE ABILITIES THAT SET THEM APART FROM THE REST OF THEIR RACE.
SPAWN OF THE BLOODMOON! NEVER HAVE I SEEN SUCH READINGS! AS BREEDERS, THEY WOULD SERVE THE "MOTHER OF US ALL" HERSELF!
WE MUST HAVE THEM, DEATHBIRD. AT ANY COST.
LEAVE THAT TO ME.

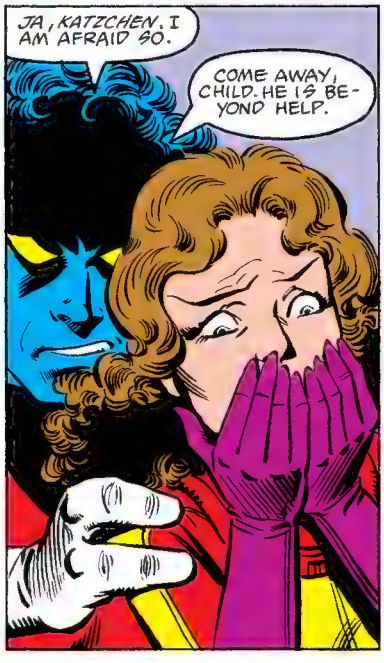
VERY WELL, RENEGADE. IT SEEMS YOU HAVE NOT YET OUTLIVED YOUR USEFULNESS TO OUR CAUSE SUCCEED IN THIS, AND NO REWARD WILL BE DENIED YOU. FAIL, HOWEVER...
EITHER WAY, ALIEN, YOU WILL SLAY ME. OR WORSE. I KNEW THAT FROM THE MOMENT WE MET. BUT I AM A SURVIVOR, CLAN-MASTER. BEFORE I AM THROUGH...
...IT IS *YOU* WHO WILL BEG ME FOR *MERCY*.
A MERCY THAT WILL BE *DENIED*!

FIFTY THOUSAND KILOMETERS ABOVE THE PACIFIC--
--HIDDEN FROM DETECTION BY A VAST SOPHISTICATED ARRAY OF CLOAKING DEVICES--THE SHI'AR BATTLE FLEET ORBITS THE EARTH.
AND, ABOARD THE FLAGSHIP...
I HAVEN'T BEEN PLAYING, KURT, YOU KNOW THAT!
ANOTHER COSTUME, KATZCHEN? AT THE RATE YOU'RE USING THE SHI'AR CLOTHES-MAKING GIZMO, YOU'LL SOON WEAR THE POOR MACHINE OUT.
I'VE BEEN USING THE COSTUMER TO TAP INTO THIS SHIP'S PRIME COMPUTER.
HOW CAN YOU SIT SO CALMLY?! WE SAW A VIDEOTAPE OF COLOSSUS BEING KILLED!* THE PROFESSOR'S MINDCALL WAS BROKEN OFF IN MID-SENTENCE! AND NOW, WE'RE UNABLE TO CONTACT CHANCELLOR ARARI, TO TELL HIM WHAT THE PROFESSOR TOLD US--THAT LILANDRA IS OKAY!
WE'VE GOT TO DO SOMETHING!
I AM DOING SOMETHING, KITTY
*LAST ISH--L.
WITH THE DATA YOU SWIPED FROM THE SHIP'S COMPUTERS, I'VE BEEN ABLE TO RIG A PORTABLE COSTUMER, AND--EH? WHAT'S THAT?!
THE SHIP'S BEING CALLED TO BATTLE STATIONS!
NIGHTCRAWLER, THE DEADLINE MUST BE UP! THEY'RE GOING TO DESTROY EARTH!
NOT IF WE CAN HELP IT, RIGHT, KATZCHEN?
YEAH.
QUICKLY, SHE PROGRAMS THE COSTUMER TO CREATE A NEW OUTFIT, AND WHEN IT'S FINISHED...
YOU SURE YOU'LL BE ALL RIGHT?
NO--BUT THAT WON'T STOP ME.
I'M AN X-MAN, YOU GUYS ARE DEPENDING ON ME. I WON'T LET YOU DOWN.
GOOD LUCK, KITTY.


WITH A FAREWELL HUG, KITTY TAKES A DEEP BREATH AND PHASES THROUGH THE OBSERVATION BLISTER INTO THE VACUUM OF SPACE...
"I'M AN X-MAN!" I'M A KID! WHAT THAT THE HECK AM I DOING HERE?! I'VE NEVER BEEN SO SCARED IN MY LIFE.
AT LEAST THIS SKINSUIT WILL PROTECT ME FROM THE TEMPERATURE AND RADIATION, AND ITS GRIP-SOLES WILL HOLD ME TO THE HULL. TOO BAD THE COSTUMER COULDN'T WHIP UP ANY AIR TANKS.
I'M STUCK WITH WHAT'S IN MY LUNGS--WHICH MEANS I CAN'T GOOF OFF!
THE VIEW--IT'S SO BEAUTIFUL! THAT'S NEW GUINEA/HEADHUNTERS BELOW, STARSHIPS ABOVE--HOW'S THAT FOR AN ABSOLUTE CONTRAST?
ALL THE INTERNAL WALLS OF OUR CELLS WERE SHIELDED AGAINST OUR MUTANT POWERS. THE HULL, THOUGH, WAS LEFT UNPROTECTED. NIGHTCRAWLER COULD HAVE EASILY TELEPORTED OUTSIDE...
...BUT--SINCE HE CAN ONLY 'PORT TO A LOCATION HE CAN SEE, OR ONE HE KNOWS PERFECTLY--HE WOULDN'T BE ABLE TO GET BACK IN.
WHICH IS WHY THINGS ARE UP TO ME.
THERE'S AN EMERGENCY AIRLOCK DOWN THE HULL. HOPE I CAN REACH IT--MY CHEST IS STARTING TO ACHE.
WHEW!!
JUST LIKE I FIGURED, THE LOCK IS DESERTED. AND SO'S THE CORRIDOR LEADING TO IT.
WHEN KURT AND I WERE LEFT AS HOSTAGES, PROFESSOR XAVIER TELEPATHICALLY IMPLANTED ALL HIS KNOWLEDGE OF THE SHI'AR INTO MY HEAD. THAT INCLUDED THE SCHEMATICS OF THIS TUB.
I CAN FIND MY WAY AROUND IT BLINDFOLDED. I HOPE.
THERE'S OUR CELL--WHOOPS! COMPANY!
WE ARE TO TAKE NO CHANCES. WHEN I OPEN THE DOOR...
...SPRAY THE COMPARTMENT WITH BLASTER FIRE. ADMIRAL LORD SAMEDAR WANTS BOTH OF THE BARBARIANS ELIMINATED. READY--?!

NOW!
BY THE BLACK NEBULA!
KITTY--?!
NIGHTCRAWLER, LOOK OUT!
THEY'RE HERE TO KILL US!
ONE FACET OF KITTY'S ABILITY TO PHASE THROUGH SOLID OBJECTS IS THAT, WHENEVER SHE DOES SO, SHE DISRUPTS ANY ELECTRONICS SYSTEMS IN HER PATH...
...AS THE THREE IMPERIAL ASSASSINS IMMEDIATELY DISCOVER.
MY COMBAT ARMOR--SHORT-CIRCUITING!
BAMF
THE OTHER ONE--I MISSED HIM!
WHERE'D HE GO?
THE ANSWER IS AS QUICK...
BAMF
BAMF
BAMF
BAMF
BAMF
...AS IT IS PAINFUL.
MEN OF STEEL, JAWS OF GLASS--MY KIND OF FOE.
AT LEAST NOW WE KNOW THE ADMIRAL'S INTENTIONS. YOU OKAY, KITTY?
UH-HUH.
WE'LL LEAVE THE RIFLES THEY'RE TOO BIG AND CUMBERSOME. HERE'S A HAND-BLASTER AND THE MINI-VERSION OF THE COSTUMER I WAS BUILDING, PROGRAMMED WITH THE DESIGNS WE AGREED ON.
THIS IS A CRAZY PLAN, KURT. D'YOU THINK IT'LL WORK?
WE'LL NEVER KNOW 'TIL WE TRY.
LET'S FIND ARAKI--AND PRAY HE BELIEVES US.


CHANCELLOR--?
MEIN GOTT!
GASP!
K-KURT--IS... IS HE...?

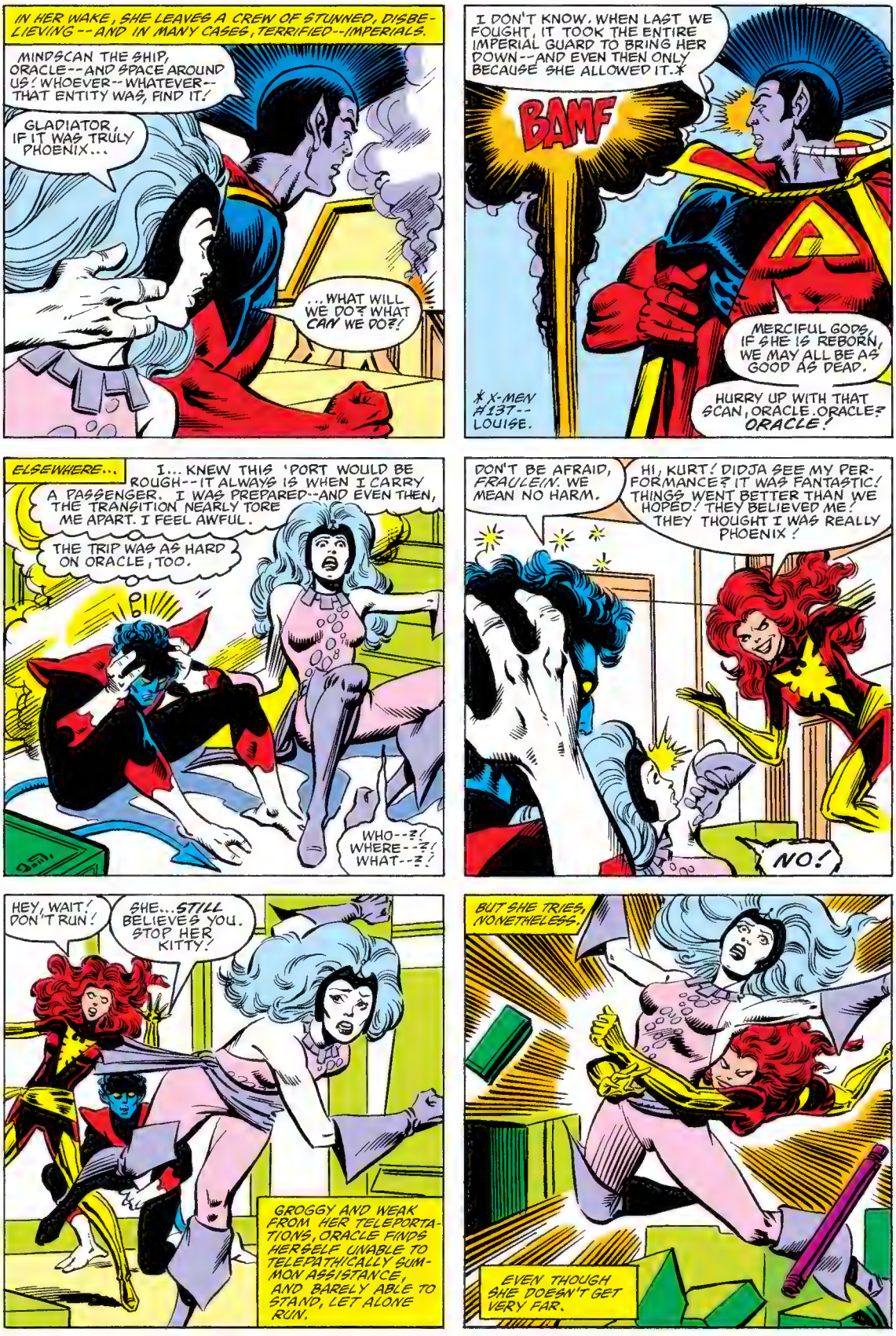

JA, KATZCHEN. I AM AFRAID SO.
COME AWAY, CHILD. HE IS BEYOND HELP.

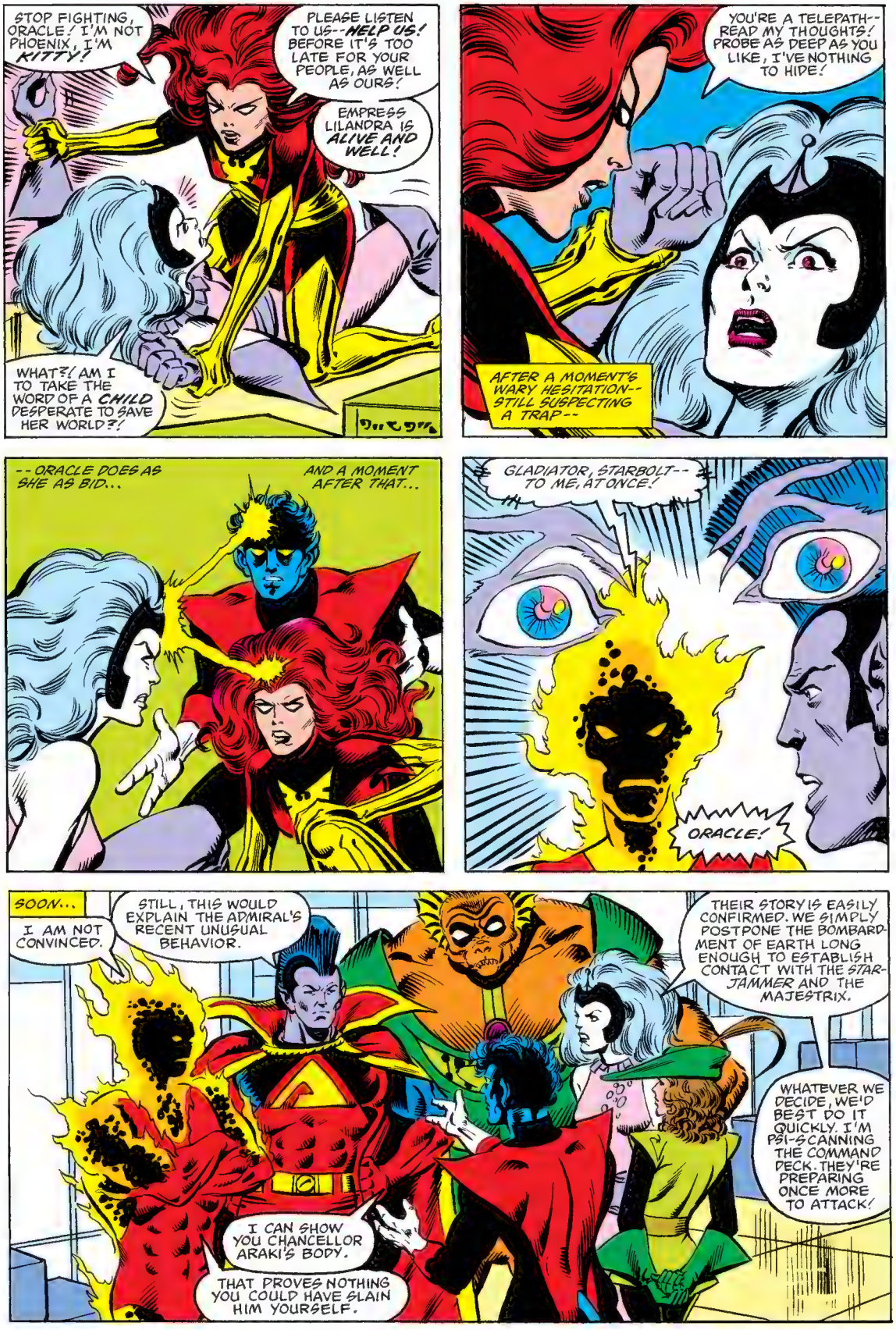
HE WAS MURDERED--AND I HAVE A NASTY FEELING ABOUT WHO'S RESPONSIBLE.
THE ADMIRAL. I NEVER LIKED THAT CREEP ANYWAY.
BUT HE COMMANDS THE FLEET. HOW CAN WE STOP HIM?

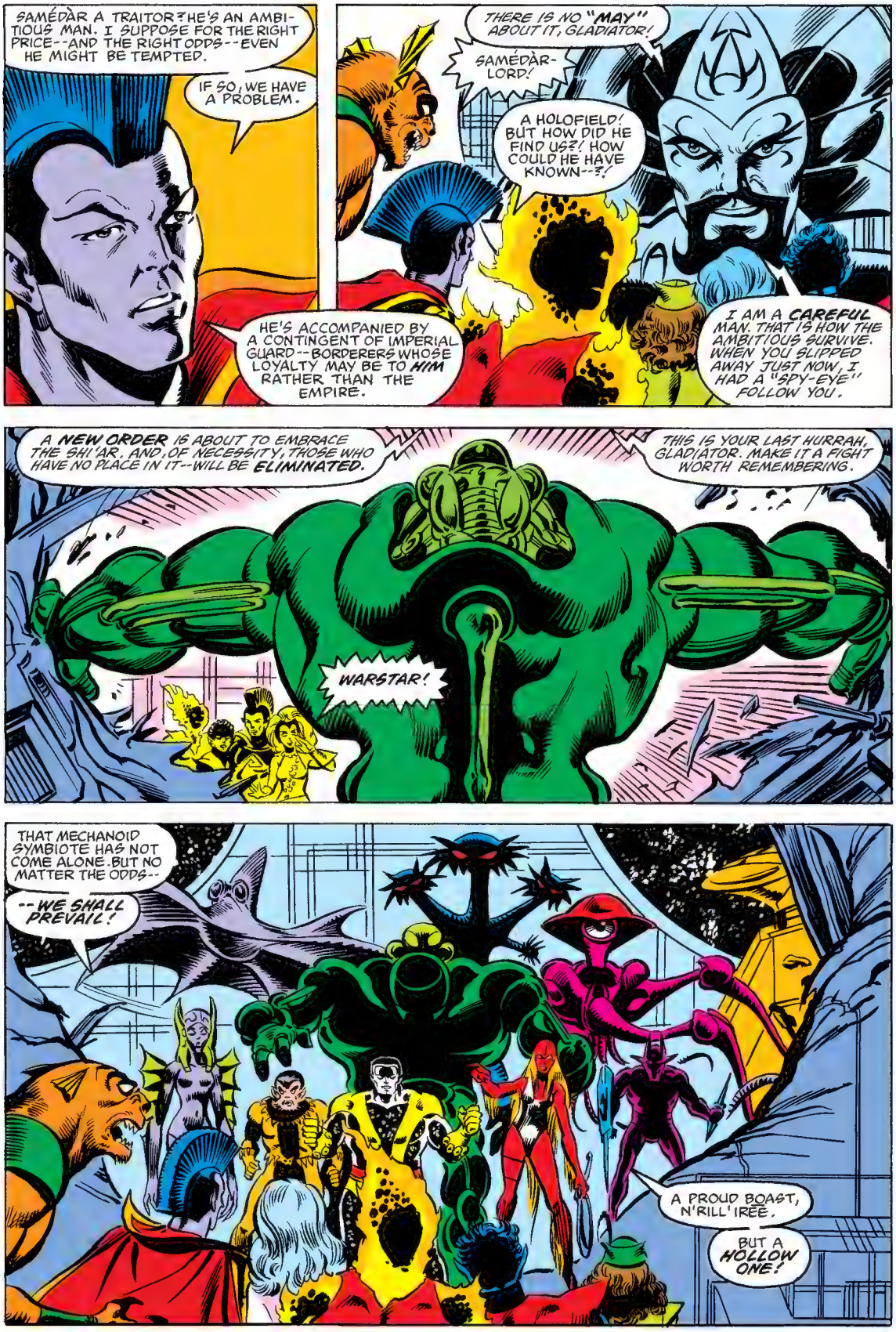
THE IMPERIAL GUARD! THEY'RE LOYAL TO LILANDRA. AND CONVINCING THEM SHOULD BE SIMPLE. WE'LL JUST LET THEIR TELEPATH, ORACLE, READ XAVIER'S MESSAGE IN OUR MINDS.
KURT, HOW DO WE KNOW THEY'RE LOYAL?
IN TRUTH, KITTY, WE DON'T.
BUT WE HAVE NO ONE ELSE TO TURN TO.

AT THAT MOMENT, ON THE BRIDGE...
ADMIRAL, IT IS MY UNDERSTANDING THAT WE WERE TO LOCATE THE EMPRESS; THEN EFFECT HER RELEASE WITH THE IMPERIAL GUARD, NOT ENGAGE IN A PUNITIVE STRIKE.
TARGET OUR MISSILES AGAINST THE MAJOR POPULATION CENTERS.
MAIN BATTERIES LOCKED ON TARGETS. READY TO FIRE.
SHOULD NOT CHANCELLOR ARAKI BE PRESENT?
THAT "UNDERSTANDING" IS INCORRECT, CAPTAIN.
HE IS... INDISPOSED. I COMMAND THIS OPERATION. YOU HAVE YOUR ORDERS, CAPTAIN--OBEY THEM!

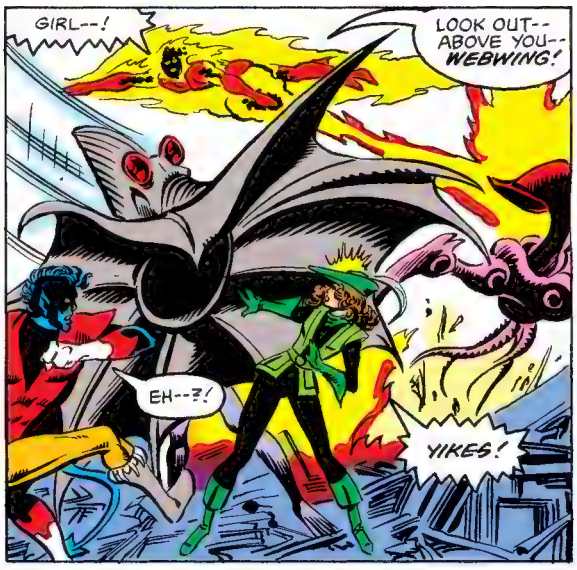
BUT BEFORE THE FATEFUL COMMAND CAN BE GIVEN...
BAMF
BAMF
BAMF
BAMF
BAMF
WHAT--???
EXPLOSIONS! I SEE FLAMES--AND THE BRIDGE IS FILLING WITH SMOKE.
SCIENCE OFFICER, ARE WE ON FIRE?! IS THIS AN ATTACK?!
BAMF
SHARRA AND KYTHRI PRESERVE US!
YOU DO WELL TO CALL UPON YOUR GODS, LORD SAMEDAR.
FOR ONLY THEY CAN SAVE YOU FROM MY WRATH!
phoenix!
THE EVIL ONE--?! BUT THAT'S IMPOSSIBLE--SHE'S DEAD!
SURELY, ADMIRAL, YOU KNOW THAT A PHOENIX DIES ONLY TO BE REBORN.
TERRA IS MY HOME, SHI'AR. YOU THREATEN IT AT YOUR OWN PERIL. YOU SHALL NOT BE WARNED AGAIN.
WITH THAT, SHE DISAPPEARS--IN A BLINDING FLASH OF LIGHT AND SMOKE--
BAMF
--GIGGLING AS SHE SLIPS GHOST-LIKE THROUGH A HALF-DOZEN DECKS.

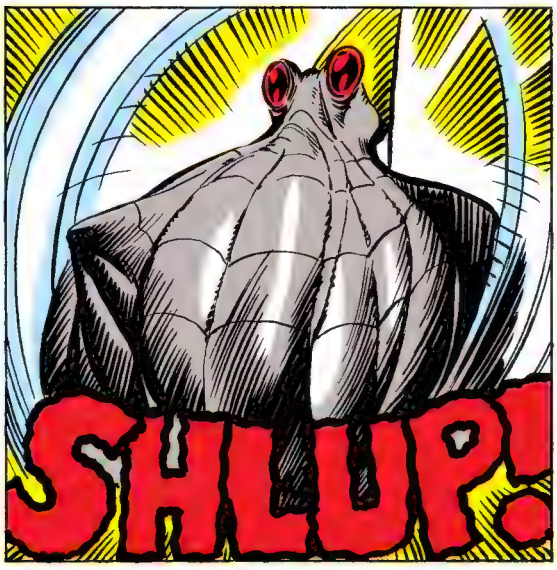

IN HER WAKE, SHE LEAVES A CREW OF STUNNED, DISBELIEVING--AND IN MANY CASES, TERRIFIED--IMPERIALS.
MINDSCAN THE SHIP, ORACLE--AND SPACE AROUND US! WHOEVER--WHATEVER--THAT ENTITY WAS, FIND IT!
GLADIATOR, IF IT WAS TRULY PHOENIX...
...WHAT WILL WE DO? WHAT CAN WE DO?!
I DON'T KNOW. WHEN LAST WE FOUGHT, IT TOOK THE ENTIRE IMPERIAL GUARD TO BRING HER DOWN--AND EVEN THEN ONLY BECAUSE SHE ALLOWED IT.*
BAMF
MERCIFUL GODS, IF SHE IS REBORN, WE MAY ALL BE AS GOOD AS DEAD.
HURRY UP WITH THAT SCAN, ORACLE. ORACLE? ORACLE!
* X-MEN #137--LOUISE.
ELSEWHERE...
I... KNEW THIS 'PORT WOULD BE ROUGH--IT ALWAYS IS WHEN I CARRY A PASSENGER. I WAS PREPARED--AND EVEN THEN, THE TRANSITION NEARLY TORE ME APART. I FEEL AWFUL.
THE TRIP WAS AS HARD ON ORACLE, TOO.
WHO--?! WHERE--?! WHAT--?!
DON'T BE AFRAID, FRAULEIN. WE MEAN NO HARM.
HI, KURT! DIDJA SEE MY PERFORMANCE? IT WAS FANTASTIC! THINGS WENT BETTER THAN WE HOPED! THEY BELIEVED ME! THEY THOUGHT I WAS REALLY PHOENIX!
NO!
HEY, WAIT! DON'T RUN!
SHE...STILL BELIEVES YOU. STOP HER, KITTY!
GROGGY AND WEAK FROM HER TELEPORTATIONS, ORACLE FINDS HERSELF UNABLE TO TELEPATHICALLY SUMMON ASSISTANCE, AND BARELY ABLE TO STAND, LET ALONE RUN.
BUT SHE TRIES, NONETHELESS.
EVEN THOUGH SHE DOESN'T GET VERY FAR.

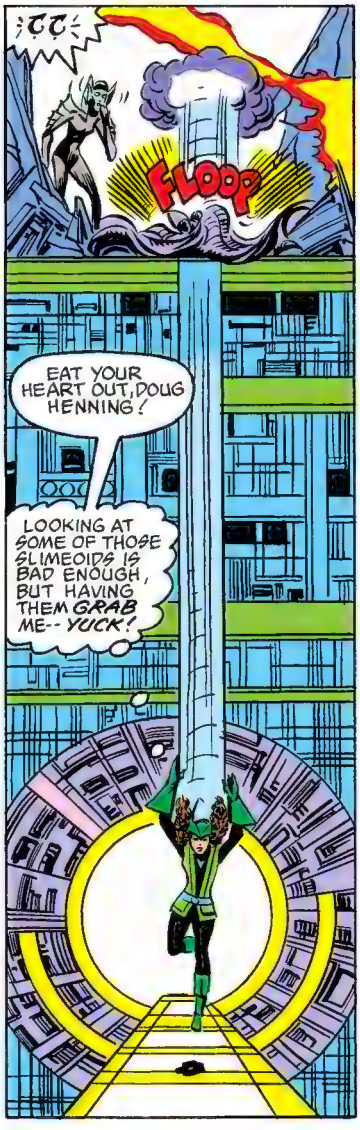

STOP FIGHTING, ORACLE! I'M NOT PHOENIX, I'M KITTY!
PLEASE LISTEN TO US--HELP US! BEFORE IT'S TOO LATE FOR YOUR PEOPLE, AS WELL AS OURS!
EMPRESS LILANDRA IS ALIVE AND WELL!
WHAT?! AM I TO TAKE THE WORD OF A CHILD DESPERATE TO SAVE HER WORLD?!
YOU'RE A TELEPATH--READ MY THOUGHTS! PROBE AS DEEP AS YOU LIKE, I'VE NOTHING TO HIDE!
AFTER A MOMENT'S WARY HESITATION--STILL SUSPECTING A TRAP--
--ORACLE DOES AS SHE AS BID...
AND A MOMENT AFTER THAT...
GLADIATOR, STARBOLT--TO ME, AT ONCE!
ORACLE!
SOON...
I AM NOT CONVINCED.
STILL, THIS WOULD EXPLAIN THE ADMIRAL'S RECENT UNUSUAL BEHAVIOR.
I CAN SHOW YOU CHANCELLOR ARAKI'S BODY.
THAT PROVES NOTHING YOU COULD HAVE SLAIN HIM YOURSELF.
THEIR STORY IS EASILY CONFIRMED. WE SIMPLY POSTPONE THE BOMBARDMENT OF EARTH LONG ENOUGH TO ESTABLISH CONTACT WITH THE STARJAMMER AND THE MAJESTRIX.
WHATEVER WE DECIDE, WE'D BEST DO IT QUICKLY. I'M PSI-SCANNING THE COMMAND DECK. THEY'RE PREPARING ONCE MORE TO ATTACK!

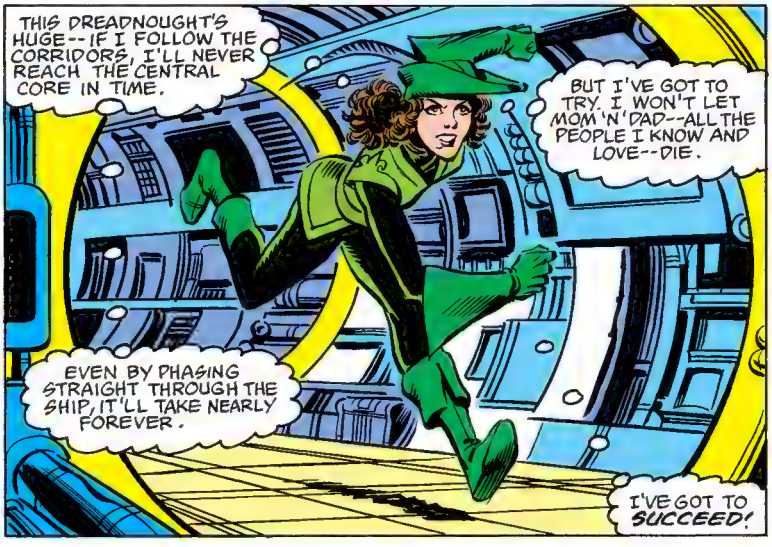

SAMÉDÀR A TRAITOR? HE'S AN AMBITIOUS MAN. I SUPPOSE FOR THE RIGHT PRICE--AND THE RIGHT ODDS--EVEN HE MIGHT BE TEMPTED.
IF SO, WE HAVE A PROBLEM.
HE'S ACCOMPANIED BY A CONTINGENT OF IMPERIAL GUARD--BORDERERS WHOSE LOYALTY MAY BE TO HIM RATHER THAN THE EMPIRE.
THERE IS NO "MAY" ABOUT IT, GLADIATOR!
SAMÉDÀR-LORD!
A HOLOFIELD! BUT HOW DID HE FIND US?! HOW COULD HE HAVE KNOWN--?!
I AM A CAREFUL MAN. THAT IS HOW THE AMBITIOUS SURVIVE. WHEN YOU SLIPPED AWAY JUST NOW, I HAD A "SPY-EYE" FOLLOW YOU.
A NEW ORDER IS ABOUT TO EMBRACE THE SHI'AR. AND, OF NECESSITY, THOSE WHO HAVE NO PLACE IN IT--WILL BE ELIMINATED.
THIS IS YOUR LAST HURRAH, GLADIATOR. MAKE IT A FIGHT WORTH REMEMBERING.
WARSTAR!
THAT MECHANOID SYMBIOTE HAS NOT COME ALONE. BUT NO MATTER THE ODDS--
--WE SHALL PREVAIL!
A PROUD BOAST, N'RILL'IREE.
BUT A HOLLOW ONE!

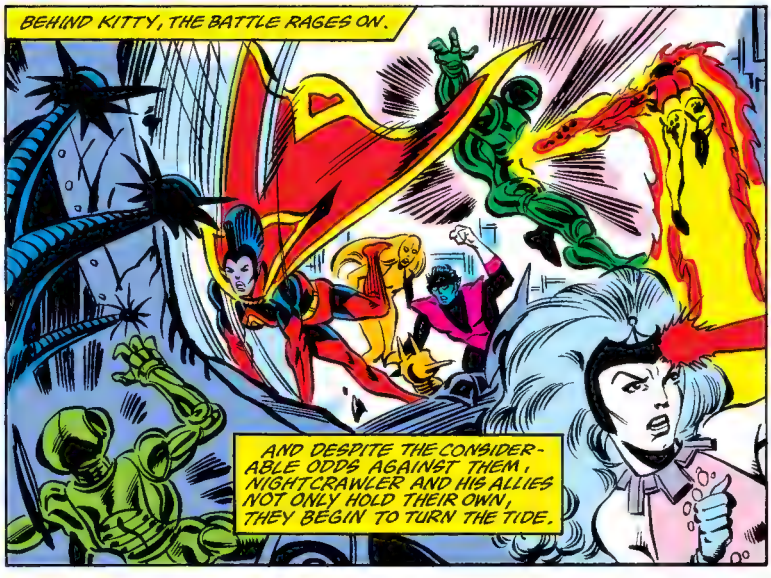
THAT HUSSAR, REMAINS TO BE SEEN!
A SINGLE PUNCH CRIPPLES WARSTAR, WHILE--BY GLADIATOR'S SIDE--STARBOLT RAKES THE CHAMBER WITH THE ULTRA-ENERGY BEAMS THAT ARE HIS NAMESAKE.
IN THE LITERAL BLINK OF AN EYE, THE ROOM DISSOLVES INTO ABSOLUTE CHAOS.
AND, AS USUAL, OUR HEROES FIND THEMSELVES IN THE THICK OF IT.
KITTY! WHAT ARE YOU DOING?
I WANT TO HELP! I CAN FIGHT, TOO!
WHOOPS!
NOT HERE, AND NOT THIS WAY!
WHAT HAPPENS TO US ISN'T IMPORTANT, KATZCHEN. WHAT GOOD WILL IT DO TO WIN THIS BATTLE IF, IN THE MEANTIME, THE EARTH IS DESTROYED?!
COMPUTERS ARE THE HEART OF ANY SPACECRAFT. WITHOUT THEM, THIS SHIP--AND SAMEDAR--ARE HELPLESS!
FIND THE CENTRAL CORE, KITTY. PUT IT OUT OF ACTION! MOVE!


GIRL--!
LOOK OUT--ABOVE YOU--WEBWING!
EH--?!
YIKES!


SHLUP!


FLOOP
EAT YOUR HEART OUT, DOUG HENNING!
LOOKING AT SOME OF THOSE SLIMEOIDS IS BAD ENOUGH, BUT HAVING THEM GRAB ME--YUCK!


THIS DREADNOUGHT'S HUGE--IF I FOLLOW THE CORRIDORS, I'LL NEVER REACH THE CENTRAL CORE IN TIME.
BUT I'VE GOT TO TRY. I WON'T LET MOM 'N' DAD--ALL THE PEOPLE I KNOW AND LOVE--DIE.
EVEN BY PHASING STRAIGHT THROUGH THE SHIP, IT'LL TAKE NEARLY FOREVER.
I'VE GOT TO SUCCEED!


BEHIND KITTY, THE BATTLE RAGES ON.
AND DESPITE THE CONSIDERABLE ODDS AGAINST THEM, NIGHTCRAWLER AND HIS ALLIES NOT ONLY HOLD THEIR OWN, THEY BEGIN TO TURN THE TIDE.

A STATE OF AFFAIRS WHICH DOES NOT SIT WELL WITH A CERTAIN RENEGADE ADMIRAL...
BAMF
INCOMPETENT DOLTS!
MUST I DO EVERYTHING MYSELF?!
THE COMBATANTS FEEL A MOMENT OF EXQUISITE UNENDURABLE AGONY AS THE BROOD WEAPON--MATED SECRETLY TO B'NEE, THE SMALLER PART OF THE WARSTAR SYMBIOTE--DETONATES.
THEN, OF COURSE, THEY FEEL NOTHING.
MEANWHILE, UNAWARE OF WHAT HAS BEFALLEN THE OTHERS...
THIS MUST BE CAUSING FITS UP ON THE BRIDGE.
ONCE I'VE SCRAMBLED THESE PRIMARY COMPUTERS, I'VE GOT TO GO AFTER THE SECONDARY CORE.
I HAVE TO BE CAREFUL, THOUGH. I WANT TO DISABLE THEIR BIG GUNS...
...WITHOUT DAMAGING ANY LIFE SUPPORT SYSTEMS. I DON'T WANT TO HURT ANYONE.
THOUGH, FOR WHAT SHE DID TO PETER, I THINK I'D CHEERFULLY WRING DEATH-BIRD'S NECK.
SO INTENT IS KITTY ON HER WORK THAT SHE FAILS TO NOTICE A HIDDEN DEFENSIVE WEAPON SWING HER WAY.
SHE'S IN PHASING MODE--VIRTUALLY INTANGIBLE--CONFIDENT THAT WILL PROTECT HER FROM HARM.
SHE'S WRONG.

I COULD HAVE HAD YOU ALL SLAIN, GLADIATOR, BUT I THOUGHT IT ONLY FITTING THAT YOU BE PRESENT TO WITNESS MY MOMENT OF TRIUMPH.
THEN YOU--AND CAPTAIN K'RK, WHO ALSO FOOLISHLY OPPOSED ME--WILL BE SENT TO A REWARD YOU MOST RICHLY DESERVE.
NO MATTER WHAT YOU DO TO US, YOU'LL FIND THIS A FLEETING, HOLLOW VICTORY, TRAITOR!
ONE REGIME'S TRAITOR IS OFTEN ANOTHER'S HERO, GLADIATOR. IT ALL DEPENDS ON WHO WINS.
BUT WHATEVER MY FINAL FATE, NEITHER YOU, YOUR COMPANIONS--NOR THAT PATHETIC LITTLE PLANET--WILL BE ABLE TO SEE IT.
WEAPONEERS--MAIN BATTERIES--FIRE!
AT THE SPEED OF LIGHT, A BOLT OF ANTI-MATTER PLASMA ERUPTS TOWARDS NORTH AMERICA, TARGETTED ON SAN FRANCISCO.
IT WILL STRIKE WITH THE FORCE OF A GIGATON H-BOMB, VAPORIZING EVERYTHING WITHIN A 100-MILE RADIUS OF GROUND ZERO, AND SPLITTING THE PLANETARY CRUST ALONG THE MAJOR FAULT LINES THAT RIM THE PACIFIC OCEAN.
BUT, AT FAR FASTER THAN THE SPEED OF LIGHT, SKIDDING OUT OF WARP SPACE AT THE LAST INSTANT IN AN AWESOME DISPLAY OF ENGINE POWER AND ASTROGATIONAL SKILL (THE SLIGHTEST ERROR WOULD HAVE RESULTED IN THE DESTRUCTION OF BOTH THE SHIP AND MUCH OF A TERRESTRIAL HEMISPHERE, THEREBY DOING SAMEDAR'S WORK FOR HIM)...
...THE STARJAMMER INTERCEPTS THE BEAM.

SIMULTANEOUSLY, LILANDRA'S HOLOGRAPHIC IMAGE APPEARS ON THE COMMAND DECK OF EVERY SHIP IN THE FLEET...
HEAR ME, SHI'AR!
I AM ALIVE AND WELL. NO HOSTILE ACTION IS TO BE TAKEN AGAINST THE EARTH.
GLADIATOR, WHY WAS THIS ATTACK BEGUN? WHY ARE YOU UNDER RESTRAINT?! WHERE IS MY CHANCELLOR?!
DEAD, MAJESTRIX--
--SLAIN BY LORD SAMEDAR, WHO IS IN LEAGUE WITH DEATHBIRD.
PLACE HIM UNDER ARREST.
OFFICERS, RELEASE THE X-MEN AND THE LOYAL GUARD. K'RK, ASSUME COMMAND AND WITHRAW THE FLEET BEYOND EARTH'S MOON.
I SHALL BEAM ABOARD DIRECTLY, END TRANSMISSION.
POOR ARAKI, I FEARED THIS WHEN WE COULDN'T CONTACT HIM. I SHALL MISS HIM.
AND, WORSE, SHE HAS OUTSIDE HELP-- THE "BROOD!" WE HAVE NO IDEA WHERE THEY COME FROM, WHAT THEY WANT, HOW TO DEAL WITH THEM.
THINGS LOOKED AND SOUNDED PRETTY GRIM OVER THERE. I'M GLAD KURT AND KITTY ARE OKAY.
I'VE A NASTY FEELING THAT, COMPARED TO THEM, DEATHBIRD'S THREAT IS NEGLIGIBLE.
YES. IT SEEMS DEATHBIRD'S CONSPIRACY IS FAR BROADER AND DEEPER THAN I SUSPECTED.
AT LEAST WE SAVED THE EARTH. THAT'S SOMETHING.
WELL, LOOK WHO'S HERE! HOW DO YOU FEEL, PETER!
BETTER HE IS. BETTER HE WILL GET-- ASSUMING PHYSICIAN'S ORDERS HE FOLLOWS.
I WISH, CYCLOPS, THE SAME COULD BE SAID FOR PROFESSOR XAVIER.
"ACCORDING TO SIKORSKY," STORM SAYS QUIETLY, "WHILE THE PROFESSOR'S BODY IS SUBSTANTIALLY UNHARMED...
"...HIS BRAIN MAY HAVE BEEN COMPLETELY, IRREVOCABLY DESTROYED. HE WILL NOT DIE-- BUT HE MAY WELL LIVE OUT THE REST OF HIS DAYS AS A MINDLESS VEGETABLE."
NEXT ISSUE:
JUST WHEN THE X-MEN THOUGHT THEY HAD ENOUGH PROBLEMS...
ENTER --THE BROTHERHOOD OF EVIL MUTANTS!

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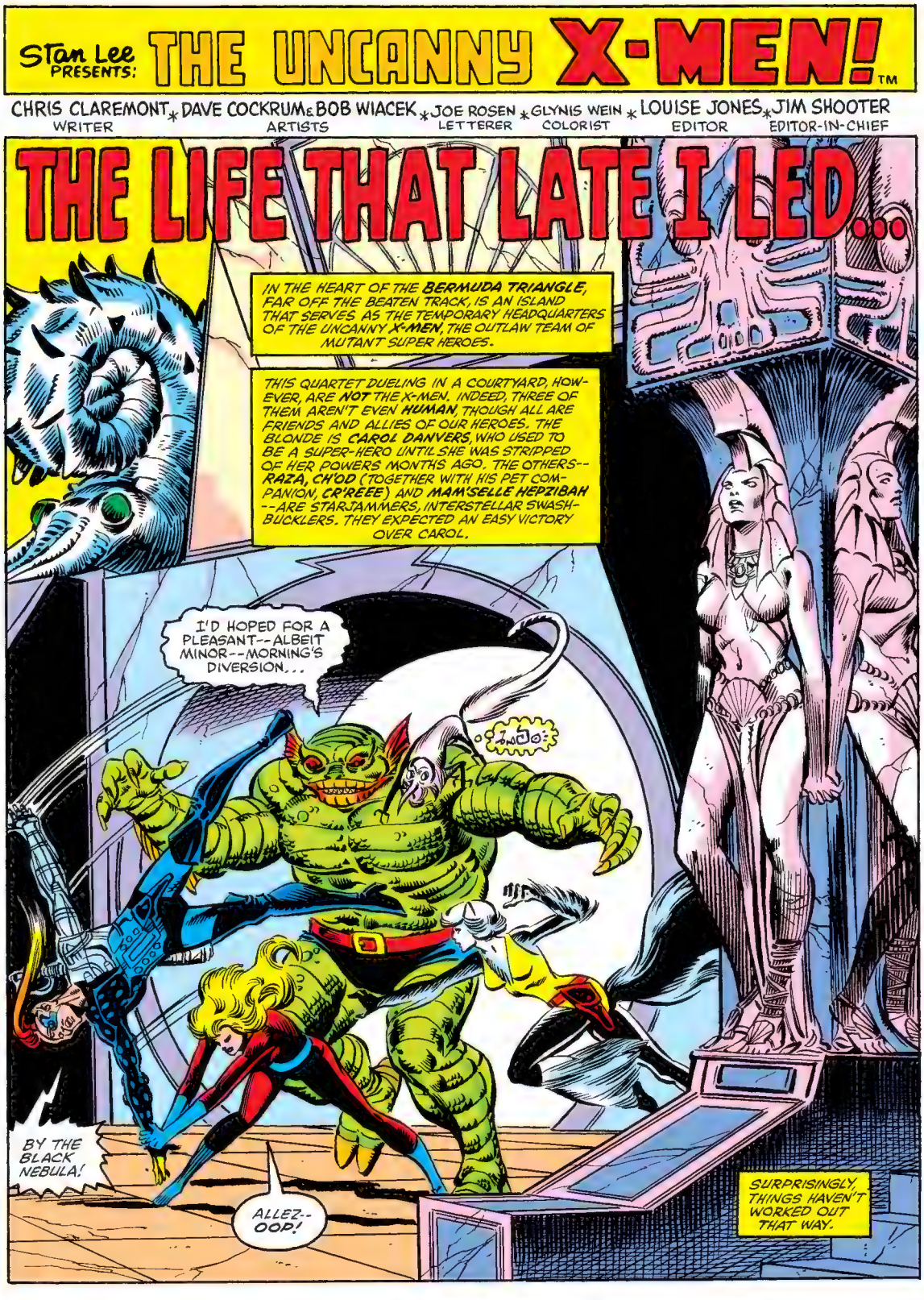
Stan Lee PRESENTS: THE UNCANNY X-MEN!™
CHRIS CLAREMONT WRITER * DAVE COCKRUM & BOB WIACEK ARTISTS * JOE ROSEN LETTERER * GLYNIS WEIN COLORIST * LOUISE JONES EDITOR * JIM SHOOTER EDITOR-IN-CHIEF
THE LIFE THAT LATE I LED...
IN THE HEART OF THE BERMUDA TRIANGLE, FAR OFF THE BEATEN TRACK, IS AN ISLAND THAT SERVES AS THE TEMPORARY HEADQUARTERS OF THE UNCANNY X-MEN, THE OUTLAW TEAM OF MUTANT SUPER HEROES.
THIS QUARTET DUELING IN A COURTYARD, HOWEVER, ARE NOT THE X-MEN. INDEED, THREE OF THEM AREN'T EVEN HUMAN, THOUGH ALL ARE FRIENDS AND ALLIES OF OUR HEROES. THE BLONDE IS CAROL DANVERS, WHO USED TO BE A SUPER-HERO UNTIL SHE WAS STRIPPED OF HER POWERS MONTHS AGO. THE OTHERS--RAZA, CH'OD (TOGETHER WITH HIS PET COMPANION, CR'REEE) AND MAM'SELLE HEPZIBAH--ARE STARJAMMERS, INTERSTELLAR SWASHBUCKLERS. THEY EXPECTED AN EASY VICTORY OVER CAROL.
I'D HOPED FOR A PLEASANT--ALBEIT MINOR--MORNING'S DIVERSION...
BY THE BLACK NEBULA!
ALLEZ--OOP!
SURPRISINGLY, THINGS HAVEN'T WORKED OUT THAT WAY.

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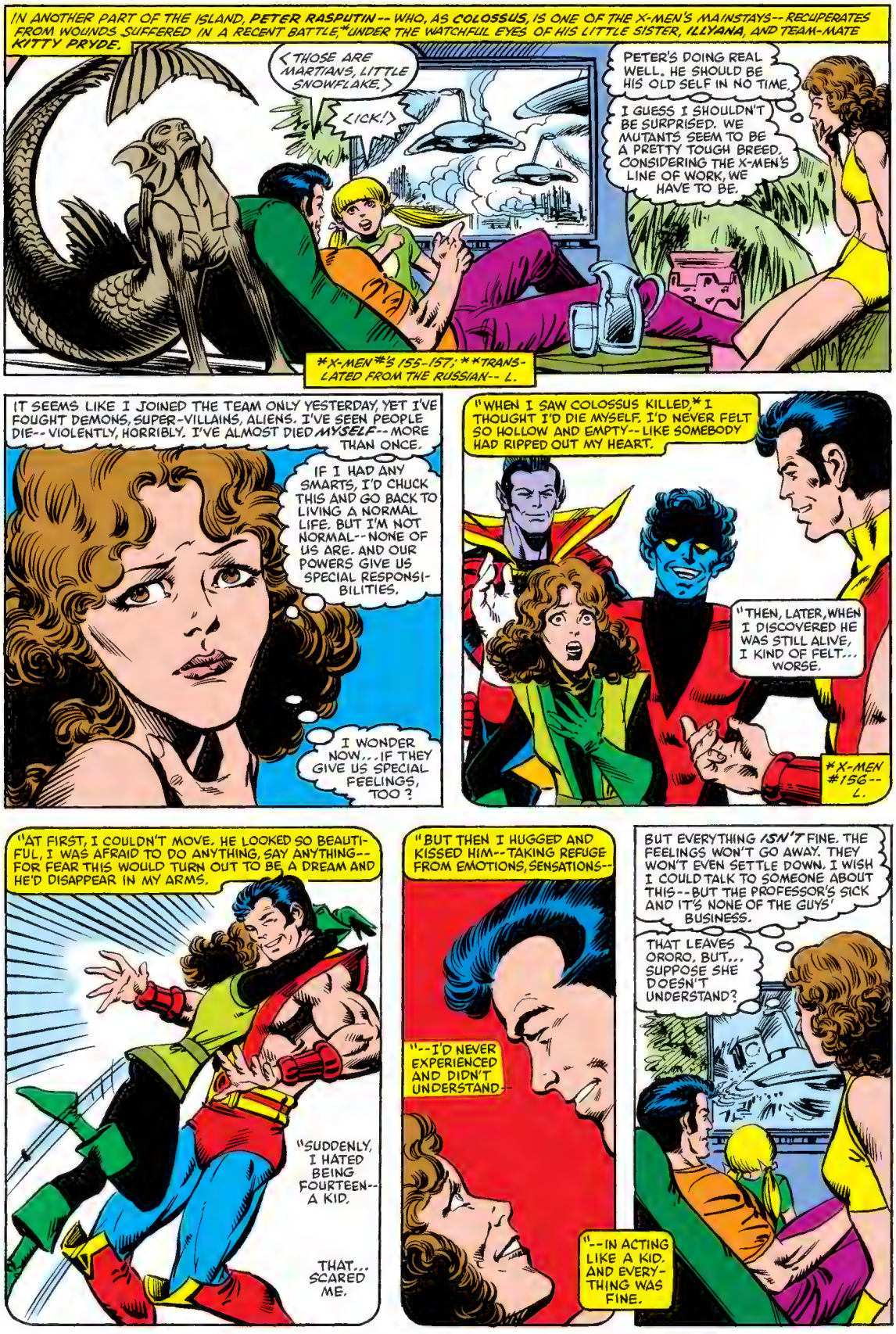
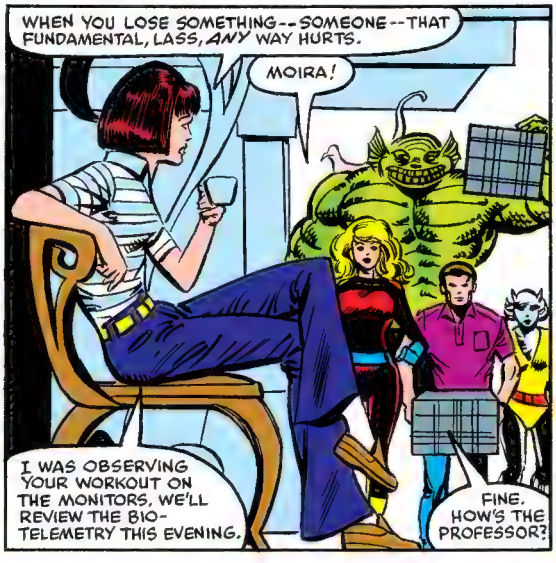
...BUT THIS DUEL IS TURNING OUT SPLENDIDLY!
EASY FOR THOU TO SAY, LUMMOX. SHE HASN'T THROWN THEE YET. THAT HURT!
MISSED!
MONITORING THE BOUT IS N.A.S.A. PHYSICIST PETER CORBEAU, ANOTHER OF THE X-MEN'S TRUSTED ASSOCIATES.
HOW 'BOUT THAT. LOSING YOUR TOUCH, HEPZIBAH?
NO.
FASCINATING. THAT WAS A HEAVY HIT--CAROL HAD NO OPPORTUNITY TO ROLL WITH IT--YET HER BODY HANDLED IT JUST FINE.
CAROL'S BIO-READINGS ARE INCREDIBLE AND HER PERFORMANCE, SUPERB. SHE SHOULD HAVE BEEN SLAUGHTERED LONG AGO, YET SHE ACTUALLY HAS A CHANCE OF WINNING!
PLAYTIME IS OVER, LITTLE BEAUTY.
CH'OD!
THE GIANT ALIEN LUNGES WITH A SPEED THAT BELIES HIS MASSIVE BULK-- ALMOST FASTER THAN THE EYE CAN FOLLOW--
--AND MISSES!
EEEEK!
HOLD HER, RAZA!
YOU WERE SAYING--
MY LEG!
THY FANCY TRICKS WILL AVAIL THEE NAUGHT, LASS. NONE CAN BREAK MY GRIP OF STEEL.
SUPERB EFFORT, SUNHAIR. IMPRESSED EVEN ME.
AYE. DOST THOU YIELD?
DO I HAVE A CHOICE?
NOT IF YOU WANT TO GET UP.
Hiya Jo-Jo
FINKS!

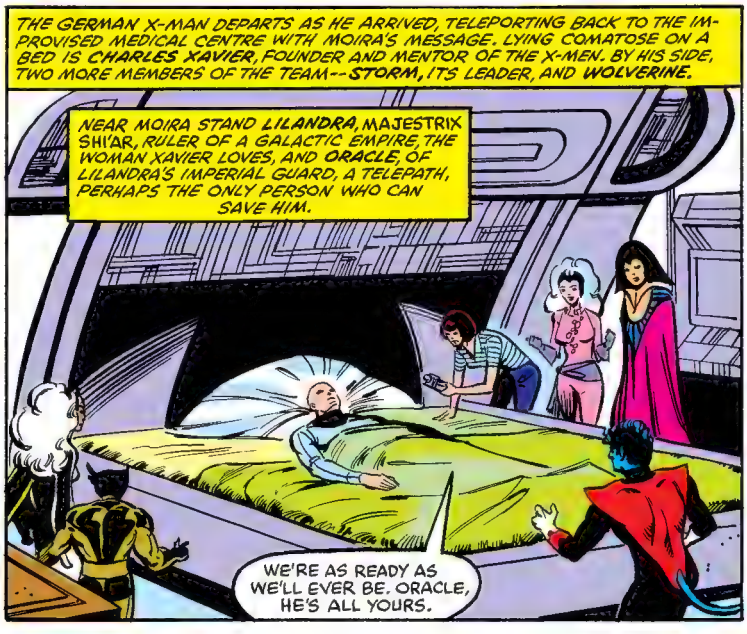

IN ANOTHER PART OF THE ISLAND, PETER RASPUTIN -- WHO, AS COLOSSUS, IS ONE OF THE X-MEN'S MAINSTAYS -- RECUPERATES FROM WOUNDS SUFFERED IN A RECENT BATTLE,* UNDER THE WATCHFUL EYES OF HIS LITTLE SISTER, ILLYANA, AND TEAM-MATE KITTY PRYDE.
<THOSE ARE MARTIANS, LITTLE SNOWFLAKE.>
<ICK!>
PETER'S DOING REAL WELL. HE SHOULD BE HIS OLD SELF IN NO TIME.
I GUESS I SHOULDN'T BE SURPRISED. WE MUTANTS SEEM TO BE A PRETTY TOUGH BREED. CONSIDERING THE X-MEN'S LINE OF WORK, WE HAVE TO BE.
*X-MEN #'S 155-157; **TRANSLATED FROM THE RUSSIAN -- L.
IT SEEMS LIKE I JOINED THE TEAM ONLY YESTERDAY, YET I'VE FOUGHT DEMONS, SUPER-VILLAINS, ALIENS. I'VE SEEN PEOPLE DIE -- VIOLENTLY, HORRIBLY. I'VE ALMOST DIED MYSELF -- MORE THAN ONCE.
IF I HAD ANY SMARTS, I'D CHUCK THIS AND GO BACK TO LIVING A NORMAL LIFE. BUT I'M NOT NORMAL -- NONE OF US ARE. AND OUR POWERS GIVE US SPECIAL RESPONSIBILITIES.
I WONDER NOW... IF THEY GIVE US SPECIAL FEELINGS, TOO?
"WHEN I SAW COLOSSUS KILLED,* I THOUGHT I'D DIE MYSELF. I'D NEVER FELT SO HOLLOW AND EMPTY -- LIKE SOMEBODY HAD RIPPED OUT MY HEART.
"THEN, LATER, WHEN I DISCOVERED HE WAS STILL ALIVE, I KIND OF FELT... WORSE.
*X-MEN #156 -- L.
"AT FIRST, I COULDN'T MOVE. HE LOOKED SO BEAUTIFUL, I WAS AFRAID TO DO ANYTHING, SAY ANYTHING -- FOR FEAR THIS WOULD TURN OUT TO BE A DREAM AND HE'D DISAPPEAR IN MY ARMS.
"SUDDENLY, I HATED BEING FOURTEEN -- A KID.
THAT... SCARED ME.
"BUT THEN I HUGGED AND KISSED HIM -- TAKING REFUGE FROM EMOTIONS, SENSATIONS --
"-- I'D NEVER EXPERIENCED AND DIDN'T UNDERSTAND --
"-- IN ACTING LIKE A KID. AND EVERYTHING WAS FINE.
BUT EVERYTHING ISN'T FINE. THE FEELINGS WON'T GO AWAY. THEY WON'T EVEN SETTLE DOWN. I WISH I COULD TALK TO SOMEONE ABOUT THIS -- BUT THE PROFESSOR'S SICK AND IT'S NONE OF THE GUYS' BUSINESS.
THAT LEAVES ORORO. BUT... SUPPOSE SHE DOESN'T UNDERSTAND?

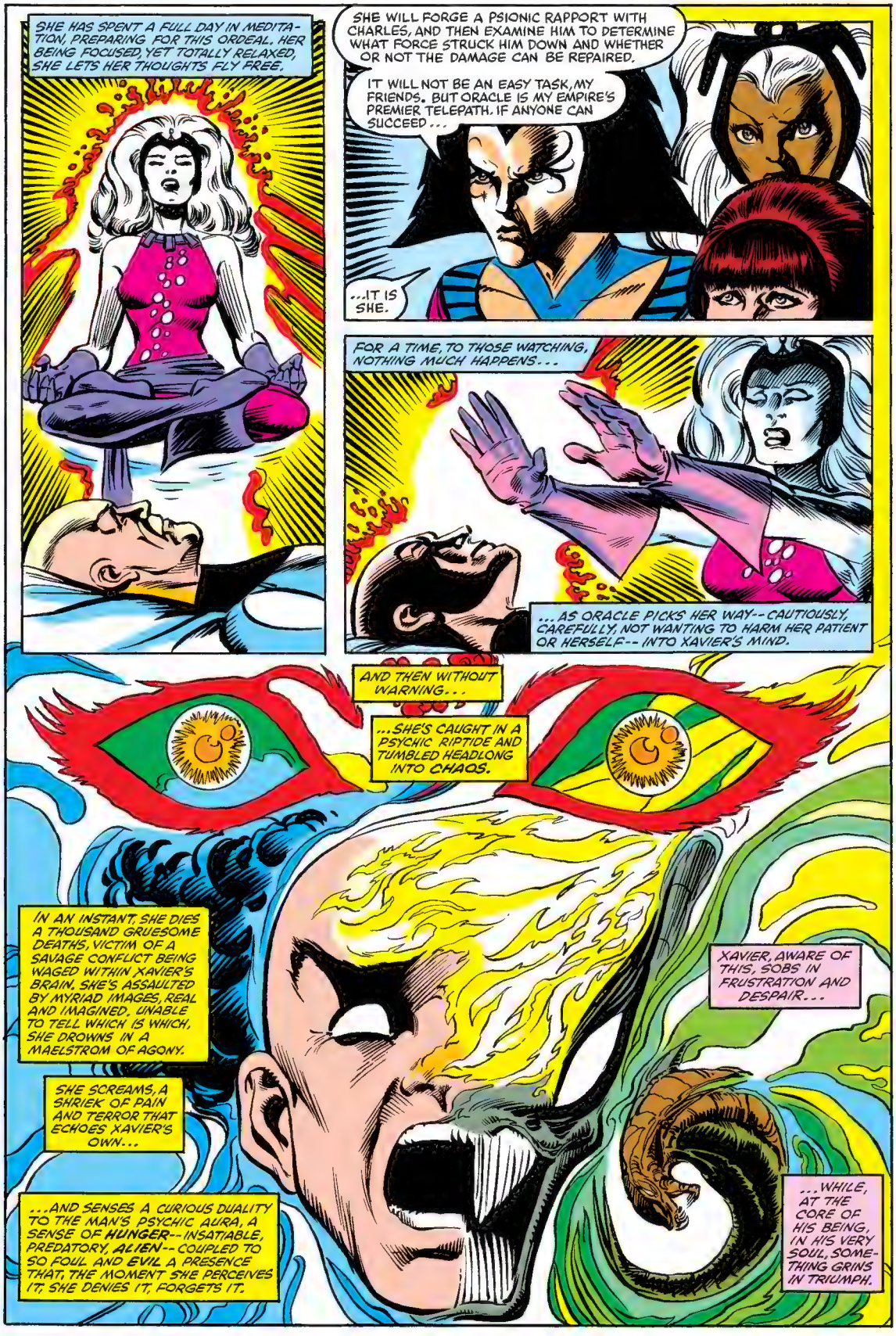
WHILE KITTY WRESTLES WITH THE REALITIES OF GROWING UP...
HAST THOU COMPLETED THY EVALUATION OF OUR SPARRING PARTNER, SCHOLAR CORBEAU?
YEAH, PETER. THE SUSPENSE IS MURDER. WHAT'S THE VERDICT?
EXTRAORDINARY! YEARS AGO, WHEN YOU WERE TRANSFORMED INTO MS. MARVEL, YOUR GENETIC STRUCTURE WAS IRREVOCABLY ALTERED. IN ADDITION TO GAINING SUPER-POWERS, YOU WERE EVOLVED INTO A PERFECT PHYSICAL SPECIMEN OF HUMANITY.
YOU MAY HAVE BEEN STRIPPED OF THOSE POWERS, BUT THE BASIC GENETIC MATERIAL AND MODIFICATIONS REMAIN INTACT.

THAT EXPLAINS YOUR SUPERB PERFORMANCE IN OUR DUEL. YOU MAY NOT BE WHAT YOU WERE, BUT YOU ARE FAR SUPERIOR TO AN ORDINARY HUMAN.
I DON'T FEEL SUPERIOR, CH'OD.
I COULD HANDLE LOSING MY POWERS. IT'S THE WAY I LOST THEM THAT HURTS, EVEN AFTER ALL THESE MONTHS.


WHEN YOU LOSE SOMETHING--SOMEONE--THAT FUNDAMENTAL, LASS, ANY WAY HURTS.
MOIRA!
I WAS OBSERVING YOUR WORKOUT ON THE MONITORS. WE'LL REVIEW THE BIO-TELEMETRY THIS EVENING.
FINE. HOW'S THE PROFESSOR?

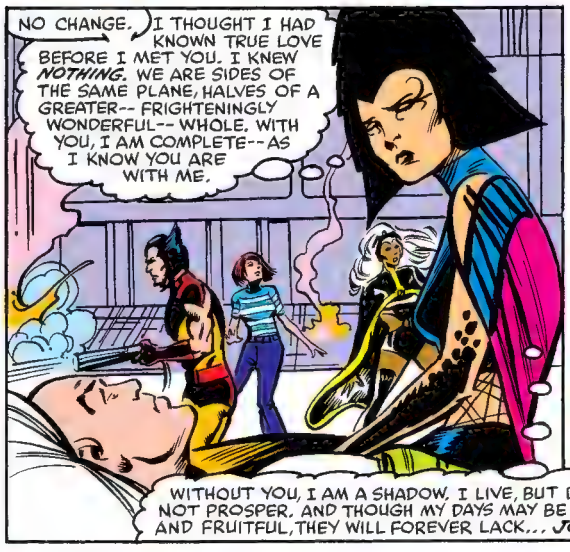
NO BETTER. NO WORSE. HE BREATHES. HIS HEART BEATS. HIS BODY FUNCTIONS. BEYOND THAT...
DR. MACTAGGERT, LILANDRA SENT ME FOR YOU.
THANK YOU, NIGHTCRAWLER. I'LL BE IN DIRECTLY.

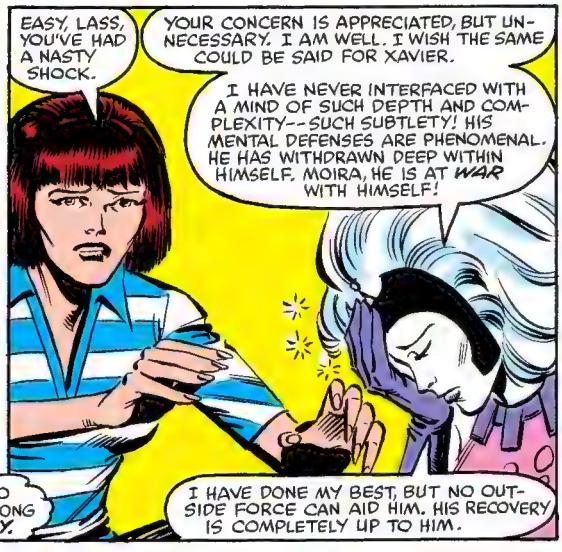

THE GERMAN X-MAN DEPARTS AS HE ARRIVED, TELEPORTING BACK TO THE IMPROVISED MEDICAL CENTRE WITH MOIRA'S MESSAGE. LYING COMATOSE ON A BED IS CHARLES XAVIER, FOUNDER AND MENTOR OF THE X-MEN. BY HIS SIDE, TWO MORE MEMBERS OF THE TEAM--STORM, ITS LEADER, AND WOLVERINE.
NEAR MOIRA STAND LILANDRA, MAJESTRIX SHI'AR, RULER OF A GALACTIC EMPIRE, THE WOMAN XAVIER LOVES, AND ORACLE, OF LILANDRA'S IMPERIAL GUARD, A TELEPATH, PERHAPS THE ONLY PERSON WHO CAN SAVE HIM.
WE'RE AS READY AS WE'LL EVER BE. ORACLE, HE'S ALL YOURS.

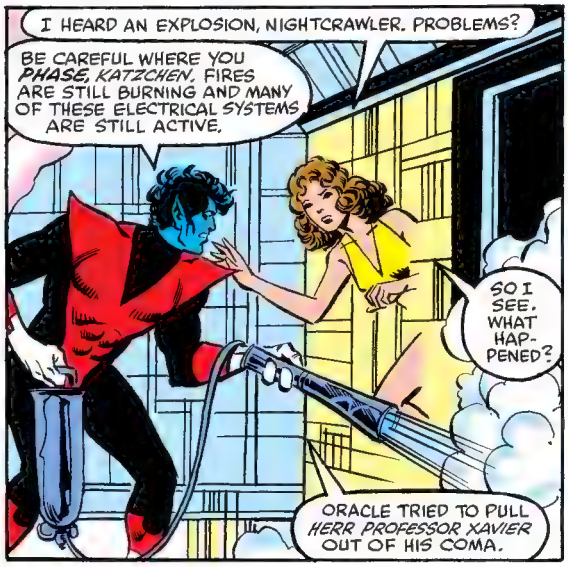

SHE HAS SPENT A FULL DAY IN MEDITATION, PREPARING FOR THIS ORDEAL. HER BEING FOCUSED, YET TOTALLY RELAXED, SHE LETS HER THOUGHTS FLY FREE.
SHE WILL FORGE A PSIONIC RAPPORT WITH CHARLES, AND THEN EXAMINE HIM TO DETERMINE WHAT FORCE STRUCK HIM DOWN AND WHETHER OR NOT THE DAMAGE CAN BE REPAIRED.
IT WILL NOT BE AN EASY TASK, MY FRIENDS. BUT ORACLE IS MY EMPIRE'S PREMIER TELEPATH. IF ANYONE CAN SUCCEED...
...IT IS SHE.
FOR A TIME, TO THOSE WATCHING, NOTHING MUCH HAPPENS...
...AS ORACLE PICKS HER WAY--CAUTIOUSLY, CAREFULLY, NOT WANTING TO HARM HER PATIENT OR HERSELF--INTO XAVIER'S MIND.
AND THEN WITHOUT WARNING...
...SHE'S CAUGHT IN A PSYCHIC RIPTIDE AND TUMBLED HEADLONG INTO CHAOS.
IN AN INSTANT, SHE DIES A THOUSAND GRUESOME DEATHS, VICTIM OF A SAVAGE CONFLICT BEING WAGED WITHIN XAVIER'S BRAIN. SHE'S ASSAULTED BY MYRIAD IMAGES, REAL AND IMAGINED. UNABLE TO TELL WHICH IS WHICH, SHE DROWNS IN A MAELSTROM OF AGONY.
SHE SCREAMS, A SHRIEK OF PAIN AND TERROR THAT ECHOES XAVIER'S OWN...
...AND SENSES A CURIOUS DUALITY TO THE MAN'S PSYCHIC AURA, A SENSE OF HUNGER--INSATIABLE, PREDATORY, ALIEN--COUPLED TO SO FOUL AND EVIL A PRESENCE THAT, THE MOMENT SHE PERCEIVES IT, SHE DENIES IT, FORGETS IT.
XAVIER, AWARE OF THIS, SOBS IN FRUSTRATION AND DESPAIR...
...WHILE, AT THE CORE OF HIS BEING, IN HIS VERY SOUL, SOMETHING GRINS IN TRIUMPH.

THE RAPPORT IS COMPLETE. XAVIER'S TORMENT IS NOW ORACLE'S...
...AND THROUGH HER, IT FINDS PHYSICAL EXPRESSION.
HER BODY TWISTS TO THE LIMIT OF HUMAN ENDURANCE, IS TORN BY TERRIBLE, WRACKING SPASMS, WHILE ULTRA-ENERGY PSIBOLTS EXPLODE FROM HER LIKE LIGHTNING, INCINERATING WHATEVER THEY TOUCH.
KILL!!
TO LIVE... MUST KILL-- I!!
SHE'S UNDER HIS CONTROL! HE'S ADDING HIS POWER TO HERS, USING THE PSIBOLTS TO ATTACK THE MEDICAL UNIT-- AND HIMSELF!
SUICIDE, CHARLES?! I'D NOT HAVE BELIEVED IT POSSIBLE OF YOU. ARE THINGS SO...HOPELESS?
WOLVERINE, USE YOUR CLAWS TO SEVER THE ENERGY LINK BETWEEN THEM! HURRY, MAN, OR IT'LL BE TOO LATE!
HOW'M I S'POSED TO--
--HEY!
I SHALL GET YOU THERE, WOLVERINE. YOU MUST DO THE REST.
AS STORM'S ELEMENTAL POWERS GENERATE A GALE-FORCE GUST OF WIND TO HURL WOLVERINE ACROSS THE ROOM, THE FEISTY CANADIAN EXTRUDES ADAMANTIUM CLAWS FROM THE BACKS OF HIS HANDS...
...AND SLASHES THEM THROUGH THE POWER FIELD BINDING ORACLE TO XAVIER. AS MOIRA HOPED, THE SUPER-DENSE, UNBREAKABLE METAL DISRUPTS THE DELICATE MATRIX.
...WITH SPECTACULAR RESULTS.
BLAM!
MO!

ORORO, THE COMPUTERS ARE BURNING! I HAVE AN EXTINGUISHER ON THIS ONE!
GOOD, KURT. A WHIRLWIND VACUUM SHOULD DRAW THE OXYGEN FROM THESE OTHER FIRES AND SUFFOCATE THEM.
WHEW!
I'M OKAY, STORM.
AS AM I. AND, I THINK, MOIRA.
BUT WHAT OF ORACLE--AND CHARLES?!

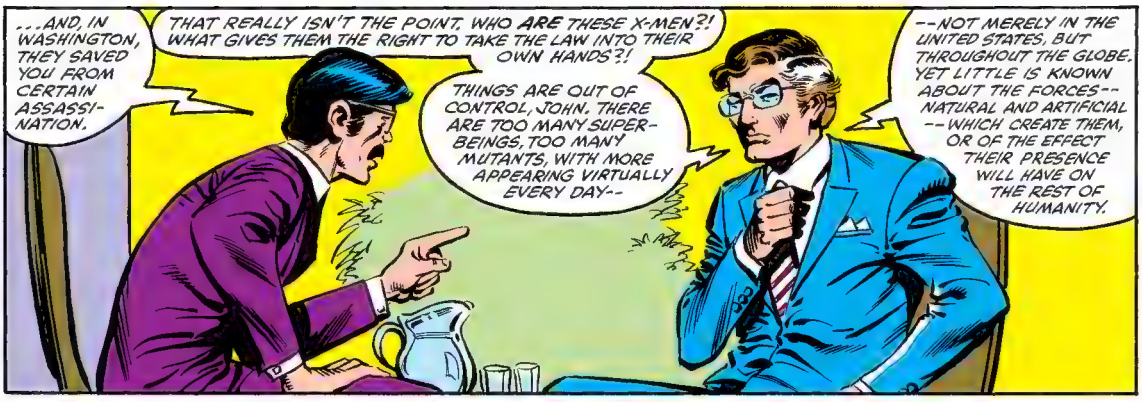

NO CHANGE.
I THOUGHT I HAD KNOWN TRUE LOVE BEFORE I MET YOU. I KNEW NOTHING. WE ARE SIDES OF THE SAME PLANE, HALVES OF A GREATER--FRIGHTENINGLY WONDERFUL--WHOLE. WITH YOU, I AM COMPLETE--AS I KNOW YOU ARE WITH ME.
WITHOUT YOU, I AM A SHADOW. I LIVE, BUT DO NOT PROSPER. AND THOUGH MY DAYS MAY BE LONG AND FRUITFUL, THEY WILL FOREVER LACK... JOY.


EASY, LASS, YOU'VE HAD A NASTY SHOCK.
YOUR CONCERN IS APPRECIATED, BUT UNNECESSARY. I AM WELL. I WISH THE SAME COULD BE SAID FOR XAVIER.
I HAVE NEVER INTERFACED WITH A MIND OF SUCH DEPTH AND COMPLEXITY--SUCH SUBTLETY! HIS MENTAL DEFENSES ARE PHENOMENAL. HE HAS WITHDRAWN DEEP WITHIN HIMSELF. MOIRA, HE IS AT WAR WITH HIMSELF!
I HAVE DONE MY BEST, BUT NO OUTSIDE FORCE CAN AID HIM. HIS RECOVERY IS COMPLETELY UP TO HIM.


I HEARD AN EXPLOSION, NIGHTCRAWLER. PROBLEMS?
BE CAREFUL WHERE YOU PHASE, KATZCHEN. FIRES ARE STILL BURNING AND MANY OF THESE ELECTRICAL SYSTEMS ARE STILL ACTIVE.
SO I SEE. WHAT HAPPENED?
ORACLE TRIED TO PULL HERR PROFESSOR XAVIER OUT OF HIS COMA.

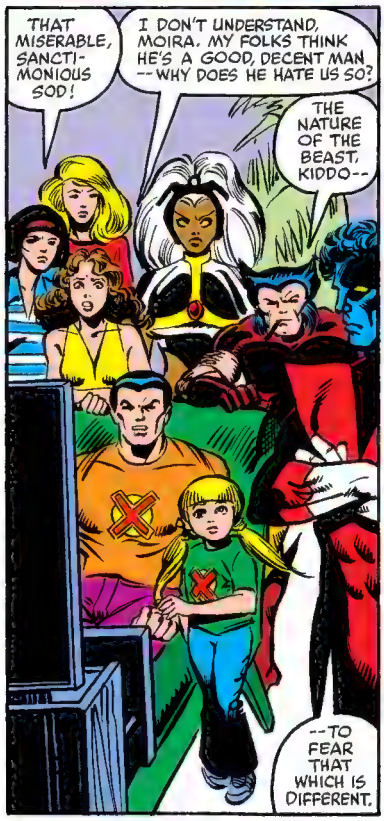
THINGS DIDN'T WORK OUT, HUH?
YOU MIGHT SAY THAT, KITTEN.
UNDER THE CIRCUMSTANCES, I'M NOT SURE IF YOU GUYS'LL BE INTERESTED...
...BUT THEY'RE TALKING ABOUT THE X-MEN ON TV!

WHAT'S THIS?! SCENES OF OUR BATTLE IN WASHINGTON, D.C. WITH THE BROTHERHOOD OF EVIL MUTANTS?! WHO'S BROADCASTING THEM?
IT IS A SATELLITE TRANSMISSION OF A BRITISH NEWS PROGRAM, "PANORAMA".
THERE ARE A NUMBER OF SO-CALLED "SUPER HERO" TEAMS EXTANT IN THE WORLD TODAY, MOST OF THEM AMERICAN AND CHIEF AMONG THOSE, THE AVENGERS AND THE FANTASTIC FOUR.
"ONE OF THE MOST MYSTERIOUS OF THESE GROUPS IS THE X-MEN, HERE SEEN IN ACTION IN WASHINGTON...
"...AND ONLY DAYS AGO, IN NEW YORK.
"WHAT MAKES THEM UNIQUE IS THE FACT THAT ITS MEMBERS ARE MUTANTS...
"...HUMANS GIFTED--OR CURSED--AT BIRTH WITH EXTRAORDINARY PHYSICAL AND/OR MENTAL ABILITIES.
WITH US TONIGHT TO DISCUSS BOTH MUTANTS AND THE X-MEN IS U.S. SENATOR ROBERT KELLY, CHAIRMAN OF AN AD HOC CONGRESSIONAL COMMITTEE ON MUTANT AFFAIRS. WELCOME, SENATOR.
THANK YOU, MR. CHEEVER. HOWEVER, I'M AFRAID I MUST TAKE ISSUE WITH YOUR CHARACTERIZATION OF THE X-MEN AS "HEROES!"
THAT FIGHT IN NEW YORK DESTROYED A 200-MILLION DOLLAR BUILDING--HARDLY THE ACT OF HEROES.
THEY'RE OUTLAWS, PURE AND SIMPLE.
ACH, I DO NOT BELIEVE THIS! WE WERE DEFENDING OURSELVES IN BOTH INSTANCES! SHOULD WE HAVE DONE NOTHING, AND LET OURSELVES--AND INNOCENT BYSTANDERS--BE SLAUGHTERED?!
YOU'RE WASTIN' YER BREATH, ELF. THE BEST ARGUMENTS ON EARTH WON'T CONVINCE THAT CREEP. HIS MIND'S MADE UP.
DO THE FACTS SUPPORT SUCH A CONTENTION, SENATOR?
IN EACH CASE THE X-MEN FOUGHT RECOGNIZED CRIMINALS...


...AND, IN WASHINGTON, THEY SAVED YOU FROM CERTAIN ASSASSI-NATION.
THAT REALLY ISN'T THE POINT. WHO ARE THESE X-MEN?! WHAT GIVES THEM THE RIGHT TO TAKE THE LAW INTO THEIR OWN HANDS?!
THINGS ARE OUT OF CONTROL, JOHN. THERE ARE TOO MANY SUPER-BEINGS, TOO MANY MUTANTS, WITH MORE APPEARING VIRTUALLY EVERY DAY--
--NOT MERELY IN THE UNITED STATES, BUT THROUGHOUT THE GLOBE. YET LITTLE IS KNOWN ABOUT THE FORCES--NATURAL AND ARTIFICIAL--WHICH CREATE THEM, OR OF THE EFFECT THEIR PRESENCE WILL HAVE ON THE REST OF HUMANITY.

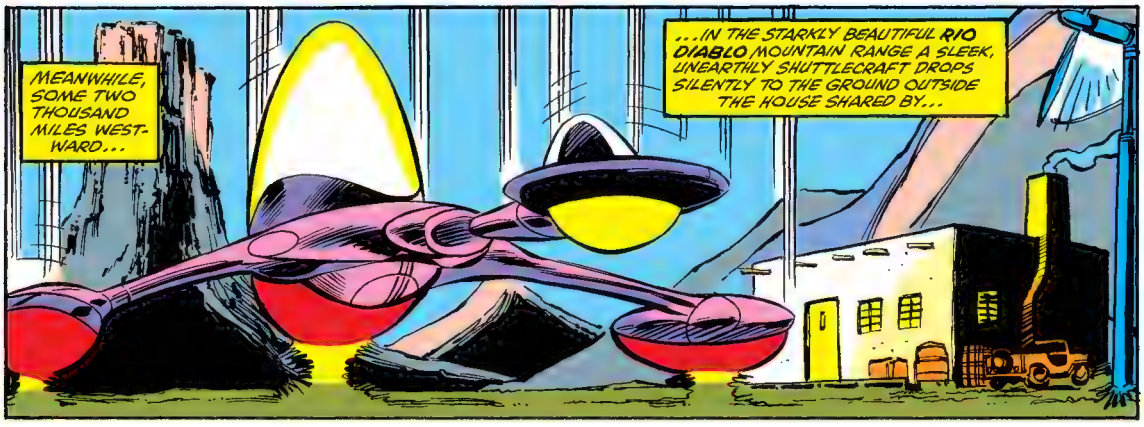
YOU SEEM TO BE SAYING THAT MUTANTS ARE DANGEROUS SIMPLY BECAUSE THEY EXIST. THAT'S AN...ODD POSITION FOR AN AVOWED CIVIL LIBERTARIAN LIKE YOURSELF.
I CAN'T DENY IT. BUT THERE ARE CERTAIN EXTRAORDINARY CASES...
...THAT TRANS-CEND MORALITY.

THE BOTTOM LINE, JOHN, IS THAT THE NATIONAL SECURITY MAY BE AT STAKE. MUTANTS--AS INDIVIDUALS, AS A GROUP, AS A SPECIES--MUST BE INVESTIGATED. EVERYTHING POSSIBLE MUST BE LEARNED ABOUT THEM.
AND IF THEY PROVE TO BE A THREAT--TO THE NATION AND, BY EXTENSION, THE WORLD--THEN REGRETTABLE AS IT MAY SOUND...
...THEY MUST BE DEALT WITH.

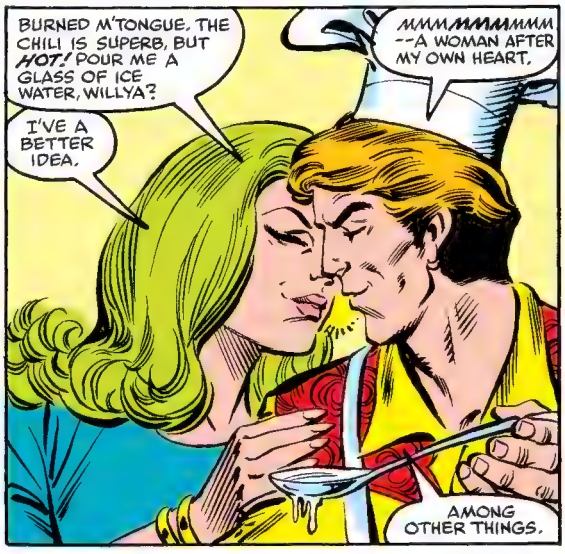

THAT MISERABLE, SANCTI-MONIOUS SOD!
I DON'T UNDERSTAND, MOIRA. MY FOLKS THINK HE'S A GOOD, DECENT MAN--WHY DOES HE HATE US SO?
THE NATURE OF THE BEAST, KIDDO--
--TO FEAR THAT WHICH IS DIFFERENT.

THIS IS TROUBLE. WHEN HE FORMED THE X-MEN, CHARLES WORKED WITH THE GOVERNMENT. THERE ARE COMPUTER FILES ON THE ORIGINAL TEAM, AND PROBABLY ON YOU LOT, TOO. WE'VE BEEN LUCKY--AND SAFE--SO FAR, BUT THAT WON'T LAST.
THE FILES HAVE TO BE DESTROYED BEFORE THE X-MEN'S SECURITY IS IRREVOCABLY COMPROMISED.

NO PROBLEM. WE SIMPLY DESIGN AN OPEN-ENDED VIRUS PROGRAM TO ERASE ANY AND ALL REFERENCES TO THE X-MEN AND PLUG IT INTO A CENTRAL FEDERAL DATA BANK. FROM THERE, IT'LL INFECT THE ENTIRE SYSTEM IN NO TIME.
CAN YOU DO THAT, KITTEN?
THE STAR-JAMMERS CAN.


MEANWHILE, SOME TWO THOUSAND MILES WEST-WARD...
...IN THE STARKLY BEAUTIFUL RIO DIABLO MOUNTAIN RANGE A SLEEK, UNEARTHLY SHUTTLECRAFT DROPS SILENTLY TO THE GROUND OUTSIDE THE HOUSE SHARED BY...

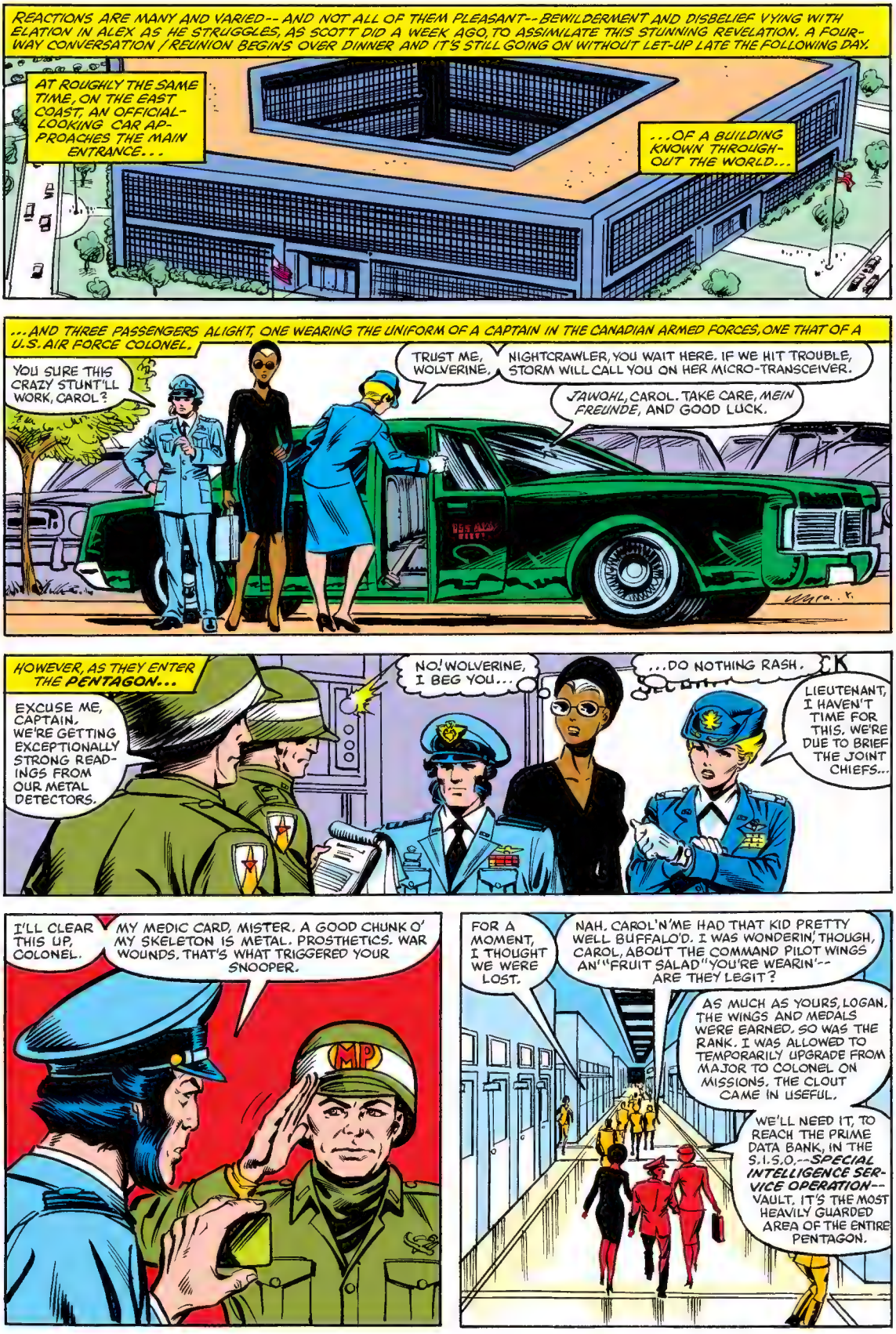
...FORMER X-MEN LORNA DANE (POLARIS) AND ALEX SUMMERS (HAVOK).
HOW'S DINNER? I'M STARVED!
BE PATIENT, M'LOVE--
OWW!
WHAT'S WRONG?!


BURNED M'TONGUE. THE CHILI IS SUPERB, BUT HOT! POUR ME A GLASS OF ICE WATER, WILLYA?
I'VE A BETTER IDEA.
MMMMMMMMM --A WOMAN AFTER MY OWN HEART.
AMONG OTHER THINGS.

NOK NOK NOK
>SIGH<
MURPHY'S LAW-- IT NEVER FAILS, JUST WHEN THINGS GET INTERESTING.
HOLD THOSE THOUGHTS, SWEETHEART, WHILE I SEE WHO THE HECK IT IS.

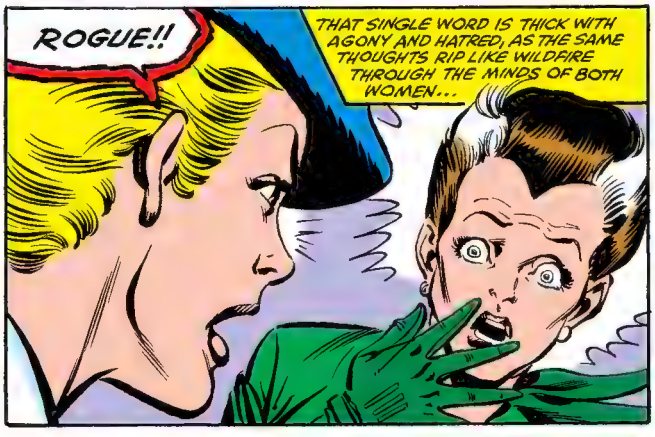
H'LO, ALEX.
SCOTT!
LORNA, LOOK WHO'S HERE! WHAT BRINGS YOU TO THIS NECK OF THE WOODS, BIG BROTHER? YOU TIRED OF RAM-RODDING THE X-MEN?!
YOU LOOK GREAT! C'MON IN!
ALEX, I'M NOT ALONE.
SO I SEE.

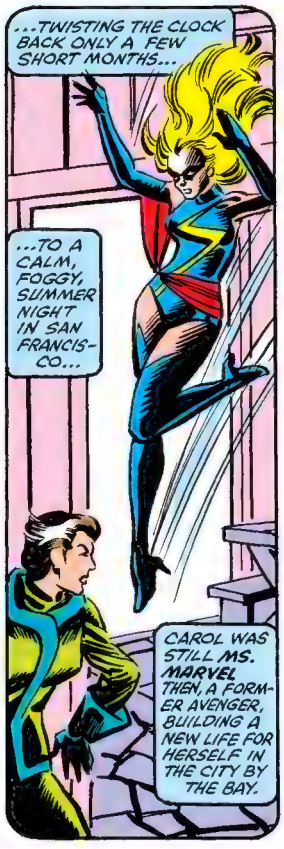
THERE'S NO EASY WAY TO SAY THIS: ALEX, MEET CHRISTOPHER SUMMERS --CORSAIR, LEADER OF THE STARJAMMERS--
--OUR FATHER.

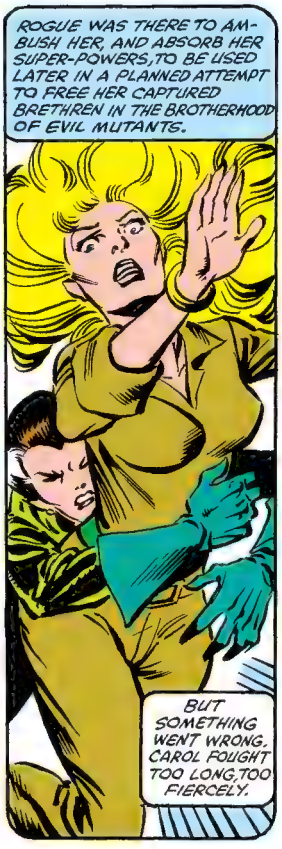

REACTIONS ARE MANY AND VARIED -- AND NOT ALL OF THEM PLEASANT -- BEWILDERMENT AND DISBELIEF VYING WITH ELATION IN ALEX AS HE STRUGGLES, AS SCOTT DID A WEEK AGO, TO ASSIMILATE THIS STUNNING REVELATION. A FOUR-WAY CONVERSATION / REUNION BEGINS OVER DINNER AND IT'S STILL GOING ON WITHOUT LET-UP LATE THE FOLLOWING DAY.
AT ROUGHLY THE SAME TIME, ON THE EAST COAST, AN OFFICIAL-LOOKING CAR AP-PROACHES THE MAIN ENTRANCE...
...OF A BUILDING KNOWN THROUGH-OUT THE WORLD...
...AND THREE PASSENGERS ALIGHT, ONE WEARING THE UNIFORM OF A CAPTAIN IN THE CANADIAN ARMED FORCES, ONE THAT OF A U.S. AIR FORCE COLONEL.
YOU SURE THIS CRAZY STUNT'LL WORK, CAROL?
TRUST ME, WOLVERINE.
NIGHTCRAWLER, YOU WAIT HERE. IF WE HIT TROUBLE, STORM WILL CALL YOU ON HER MICRO-TRANSCEIVER.
JAWOHL, CAROL. TAKE CARE, MEIN FREUNDE, AND GOOD LUCK.
HOWEVER, AS THEY ENTER THE PENTAGON...
EXCUSE ME, CAPTAIN, WE'RE GETTING EXCEPTIONALLY STRONG READ-INGS FROM OUR METAL DETECTORS.
NO! WOLVERINE, I BEG YOU...
...DO NOTHING RASH.
LIEUTENANT, I HAVEN'T TIME FOR THIS. WE'RE DUE TO BRIEF THE JOINT CHIEFS...
I'LL CLEAR THIS UP, COLONEL.
MY MEDIC CARD, MISTER. A GOOD CHUNK O' MY SKELETON IS METAL. PROSTHETICS. WAR WOUNDS. THAT'S WHAT TRIGGERED YOUR SNOOPER.
MP
FOR A MOMENT, I THOUGHT WE WERE LOST.
NAH. CAROL'N'ME HAD THAT KID PRETTY WELL BUFFALO'D. I WAS WONDERIN', THOUGH, CAROL, ABOUT THE COMMAND PILOT WINGS AN' "FRUIT SALAD" YOU'RE WEARIN'-- ARE THEY LEGIT?
AS MUCH AS YOURS, LOGAN. THE WINGS AND MEDALS WERE EARNED, SO WAS THE RANK. I WAS ALLOWED TO TEMPORARILY UPGRADE FROM MAJOR TO COLONEL ON MISSIONS. THE CLOUT CAME IN USEFUL.
WE'LL NEED IT, TO REACH THE PRIME DATA BANK, IN THE S.I.S.O.--SPECIAL INTELLIGENCE SER-VICE OPERATION-- VAULT. IT'S THE MOST HEAVILY GUARDED AREA OF THE ENTIRE PENTAGON.

THE PENTAGON WAS ORIGINALLY DESIGNED AS A MILITARY HOSPITAL IN WORLD WAR II; THAT'S WHY THE CORRIDORS ARE SO WIDE--TO ACCOMMODATE DOUBLE AND TRIPLE-PARKED GURNIES.
BECAUSE OF ITS SIZE--AND CONFUSING LAYOUT--PEOPLE ARE ALWAYS GETTING LOST, AND SOME, NATURALLY, ARE RUMORED NEVER TO BE SEEN AGAIN.
THINK THAT'LL HAPPEN TO US, COLONEL?

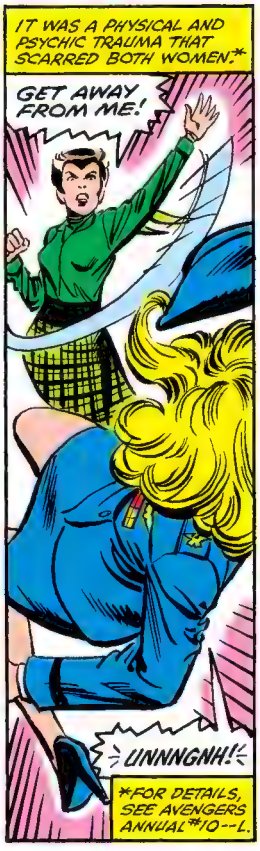
ANYTHING'S POSSIBLE--OH! I BEG YOUR PARDON.
MA FAULT, COLONEL, AH SHOULD HAVE LOOKED-- YOU!
DANVERS!

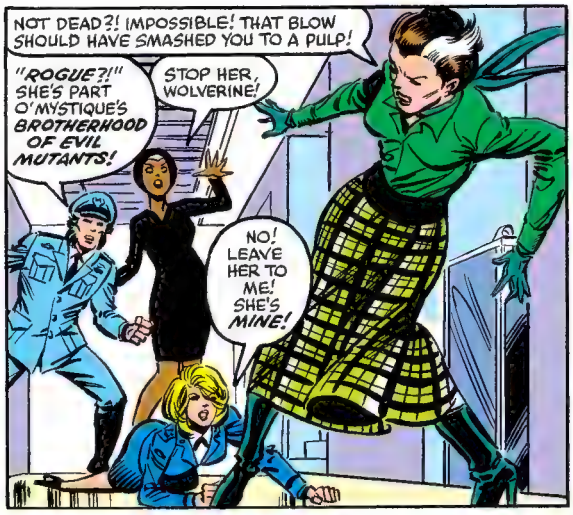

ROGUE!!
THAT SINGLE WORD IS THICK WITH AGONY AND HATRED, AS THE SAME THOUGHTS RIP LIKE WILDFIRE THROUGH THE MINDS OF BOTH WOMEN...

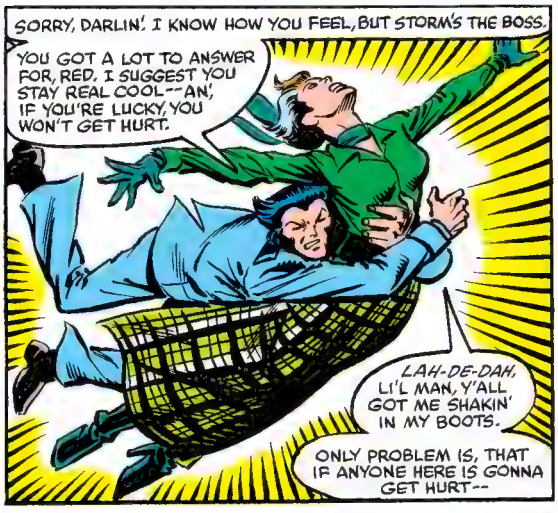

...TWISTING THE CLOCK BACK ONLY A FEW SHORT MONTHS...
...TO A CALM, FOGGY, SUMMER NIGHT IN SAN FRANCISCO...
CAROL WAS STILL MS. MARVEL THEN, A FORMER AVENGER, BUILDING A NEW LIFE FOR HERSELF IN THE CITY BY THE BAY.


ROGUE WAS THERE TO AMBUSH HER, AND ABSORB HER SUPER-POWERS, TO BE USED LATER IN A PLANNED ATTEMPT TO FREE HER CAPTURED BRETHREN IN THE BROTHERHOOD OF EVIL MUTANTS.
BUT SOMETHING WENT WRONG. CAROL FOUGHT TOO LONG, TOO FIERCELY.

AND INSTEAD OF TEMPORARILY "STEALING" CAROL'S ABILITIES AND MEMORIES...
...ROGUE'S TRANSFER BECAME PERMANENT.


IT WAS A PHYSICAL AND PSYCHIC TRAUMA THAT SCARRED BOTH WOMEN.*
GET AWAY FROM ME!
UNNNGNH!
*FOR DETAILS, SEE AVENGERS ANNUAL #10--L.

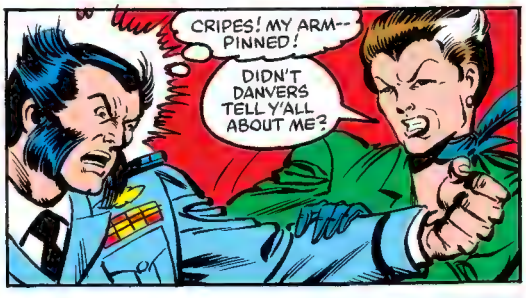

NOT DEAD?! IMPOSSIBLE! THAT BLOW SHOULD HAVE SMASHED YOU TO A PULP!
"ROGUE?!" SHE'S PART O'MYSTIQUE'S BROTHERHOOD OF EVIL MUTANTS!
STOP HER, WOLVERINE!
NO! LEAVE HER TO ME! SHE'S MINE!


SORRY, DARLIN'. I KNOW HOW YOU FEEL, BUT STORM'S THE BOSS.
YOU GOT A LOT TO ANSWER FOR, RED. I SUGGEST YOU STAY REAL COOL--AN', IF YOU'RE LUCKY, YOU WON'T GET HURT.
LAH-DE-DAH, LI'L MAN, Y'ALL GOT ME SHAKIN' IN MY BOOTS.
ONLY PROBLEM IS, THAT IF ANYONE HERE IS GONNA GET HURT--

WHAM!
--IT'S YOU!

NICE TRY. BUT MY BONES ARE LACED WITH ADAMANTIUM. THEY'RE VIRTUALLY UNBREAKABLE.
I HAVE CLAWS, TOO, MADE OUTTA THE SAME STUFF, AN' HONED RAZOR-SHARP. I'D USE 'EM ON YOU...

...BUT YOU AIN'T WORTH THE EFFORT.
BAD MOVE, SHRIMP.

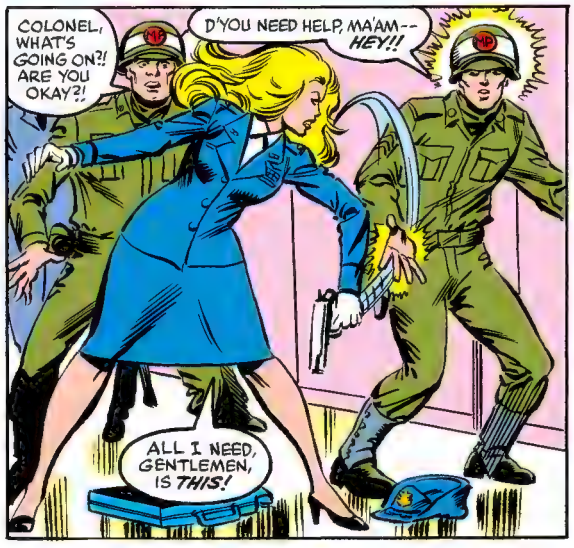

CRIPES! MY ARM-- PINNED!
DIDN'T DANVERS TELL Y'ALL ABOUT ME?

AH ABSORB THE MINDS AN' ABILITIES OF WHOEVER AH TOUCH. THE MEREST FLESH-TO-FLESH CONTACT'LL DO THE TRICK.
BUT AH SEE NO HARM IN HAVIN' A LITTLE FUN IN THE PROCESS, DO YOU, WOLVERINE-HONEY, HMNH?
AH DIDN'T THINK SO.

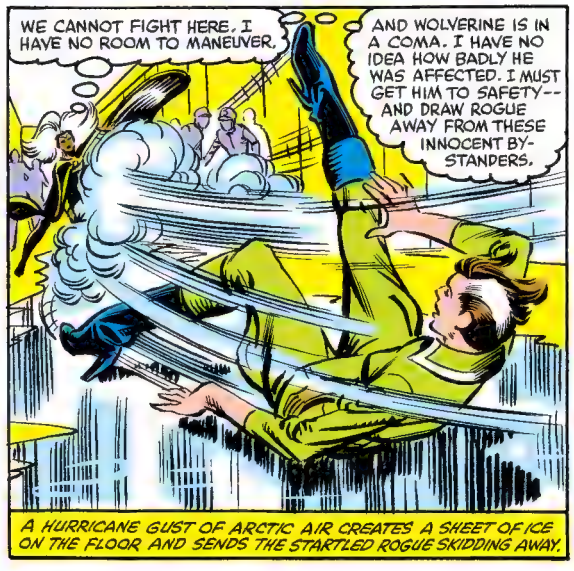
HE MAKES A CONVULSIVE, DESPERATE EFFORT TO BREAK FREE-- CLAWS EXTENDING FROM HOUSINGS BUILT INTO HIS HANDS AND FOREARMS-- BUT EVEN AS HE DOES SO, HIS MIND GOES BLANK, HIS BODY LIMP...

NO MORE, ROGUE!
AAIII--!

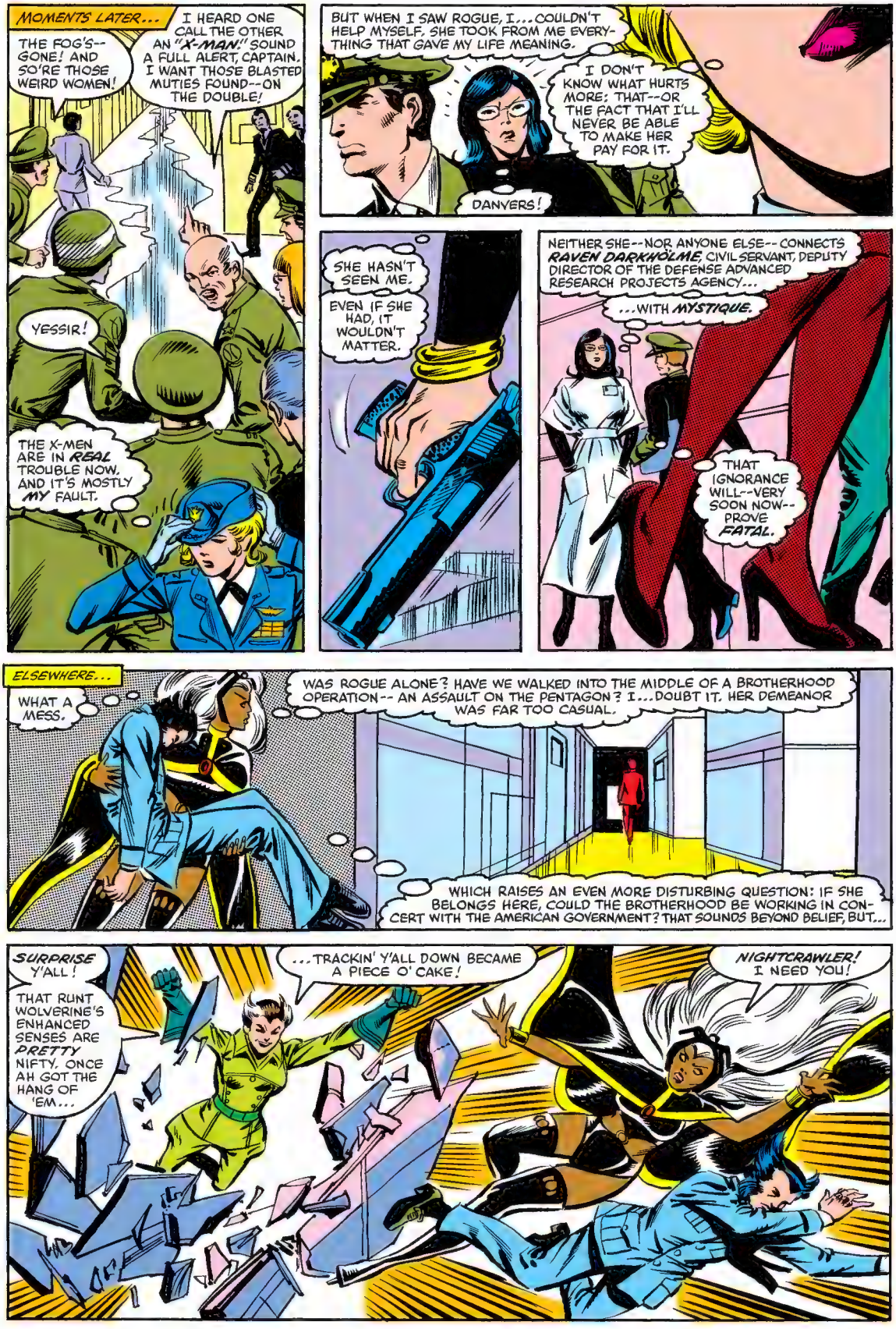
THAT WAS A WARNING SHOT, VILLAIN. I SUGGEST YOU TAKE THE HINT AND DEPART-- WHILE YOU ARE STILL ABLE.
NOT A CHANCE, WITCH. AH'VE BEEN LOOKIN' FORWARD TO MEETIN' YOU X-MEN--
--AN' TEARIN' YOU APART!


COLONEL, WHAT'S GOING ON?! ARE YOU OKAY?!
D'YOU NEED HELP, MA'AM-- HEY!!
ALL I NEED, GENTLEMEN, IS THIS!

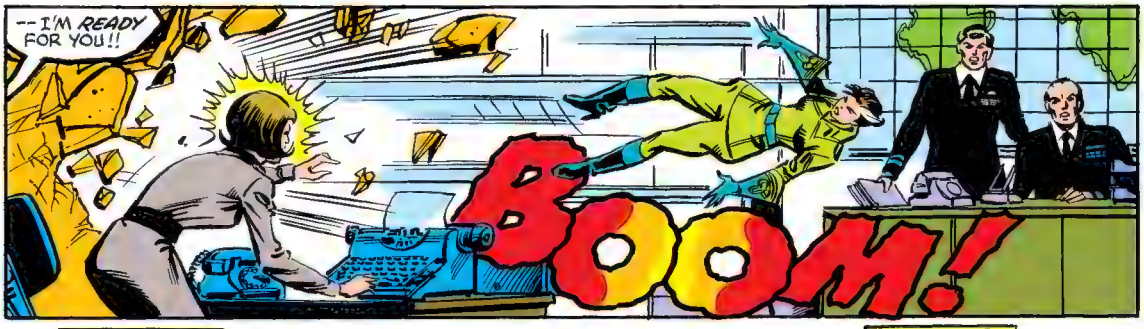
FIRE AWAY, SUGAR.
WON'T DO YOU NO GOOD.
SHE'S RIGHT, DEVIL TAKE HER SOUL. ALL MS. MARVEL WAS-- ALL I WAS -- SHE IS.
AND WILL BE-- FOREVER.
BLAM BLAM BLAM

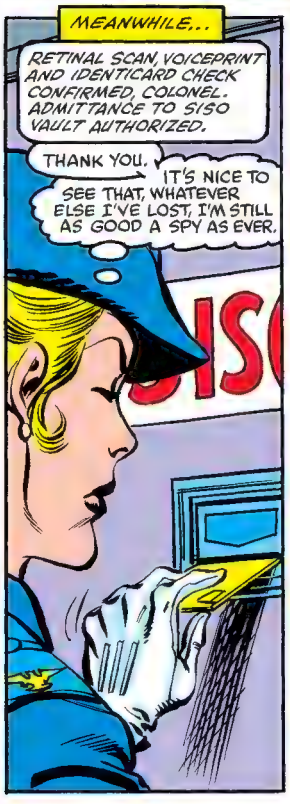

WE CANNOT FIGHT HERE. I HAVE NO ROOM TO MANEUVER.
AND WOLVERINE IS IN A COMA. I HAVE NO IDEA HOW BADLY HE WAS AFFECTED. I MUST GET HIM TO SAFETY-- AND DRAW ROGUE AWAY FROM THESE INNOCENT BYSTANDERS.
A HURRICANE GUST OF ARCTIC AIR CREATES A SHEET OF ICE ON THE FLOOR AND SENDS THE STARTLED ROGUE SKIDDING AWAY.

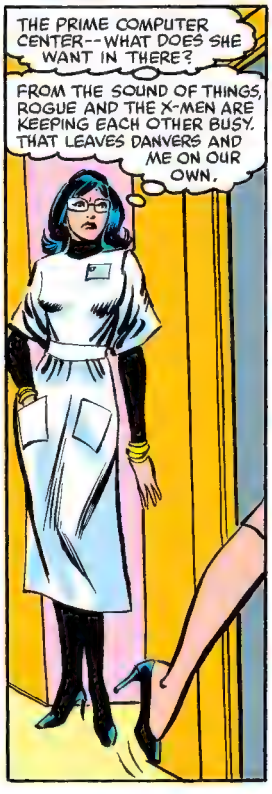
THAT SAME INSTANT, STORM GENERATES A PEA-SOUP FOG IN THE CORRIDOR, THROWING A BRIEF, MEANINGFUL GLANCE CAROL'S WAY BEFORE SHE SCOOPS UP WOLVERINE AND DISAPPEARS.
I KNOW YOU HATE ROGUE, CAROL-- AND WITH GOOD REASON--
--BUT WE CAME HERE FOR A PURPOSE. THE FUTURE OF THE X-MEN RESTS IN YOUR HANDS, MY FRIEND. DO NOT FAIL US.


MOMENTS LATER...
THE FOG'S--GONE! AND SO'RE THOSE WEIRD WOMEN!
I HEARD ONE CALL THE OTHER AN "X-MAN." SOUND A FULL ALERT, CAPTAIN. I WANT THOSE BLASTED MUTIES FOUND--ON THE DOUBLE!
YESSIR!
THE X-MEN ARE IN REAL TROUBLE NOW. AND IT'S MOSTLY MY FAULT.
BUT WHEN I SAW ROGUE, I...COULDN'T HELP MYSELF. SHE TOOK FROM ME EVERYTHING THAT GAVE MY LIFE MEANING.
I DON'T KNOW WHAT HURTS MORE: THAT--OR THE FACT THAT I'LL NEVER BE ABLE TO MAKE HER PAY FOR IT.
DANVERS!
SHE HASN'T SEEN ME.
EVEN IF SHE HAD, IT WOULDN'T MATTER.
NEITHER SHE--NOR ANYONE ELSE--CONNECTS RAVEN DARKHÖLME, CIVIL SERVANT, DEPUTY DIRECTOR OF THE DEFENSE ADVANCED RESEARCH PROJECTS AGENCY...
...WITH MYSTIQUE.
THAT IGNORANCE WILL--VERY SOON NOW--PROVE FATAL.
ELSEWHERE...
WHAT A MESS.
WAS ROGUE ALONE? HAVE WE WALKED INTO THE MIDDLE OF A BROTHERHOOD OPERATION-- AN ASSAULT ON THE PENTAGON? I...DOUBT IT. HER DEMEANOR WAS FAR TOO CASUAL.
WHICH RAISES AN EVEN MORE DISTURBING QUESTION: IF SHE BELONGS HERE, COULD THE BROTHERHOOD BE WORKING IN CONCERT WITH THE AMERICAN GOVERNMENT? THAT SOUNDS BEYOND BELIEF, BUT...
SURPRISE Y'ALL!
THAT RUNT WOLVERINE'S ENHANCED SENSES ARE PRETTY NIFTY. ONCE AH GOT THE HANG OF 'EM...
...TRACKIN' Y'ALL DOWN BECAME A PIECE O' CAKE!
NIGHTCRAWLER! I NEED YOU!

HE CAN'T SAVE YOU, SUGAH.
WANNA BET?
HUH?!?
I HEARD YOUR CALL OVER OUR MICRO-TRANSCEIVER COMLINK, STORM. I TELEPORTED HERE AS QUICKLY AS I COULD. SORRY IT TOOK SO LONG.
I HAVE NO COMPLAINTS, NIGHTCRAWLER. BUT--BE CAREFUL WITH HER! SHE'S DANGEROUS.
SO AM I.
WHERE IS MYSTIQUE, LEIBLING?! SHE AND I HAVE MUCH TO TALK ABOUT.
TALK, CHILD--BEFORE THINGS GET ROUGH!
YYIII!
BUB, AH WOULDN'T WORRY ABOUT THOSE QUESTIONS, IF AH WERE YOU.
BAMF
CRUMP
THEY'RE ACADEMIC TO A CORPSE!
YOU'LL HAVE TO DO BETTER THAN THAT, ROGUE, TO HIT A FOE WHO CAN TELEPORT OUT OF YOUR WAY.
OOOHHHH...
MY SKULL... POUNDIN' FIT TA BUST. FEEL SO FLAMIN' WEAK--BUT GETTIN' STRONGER EV'RY SECOND! THE EFFECT O' ROGUE'S POWER MUST BE TEMPORARY. THE ABILITIES SHE STOLE FROM ME--ARE COMIN' BACK!
AH KNOW WHAT'S HAPPENED, RUNT. BUT WHAT AH DID ONCE, AH CAN DO AGAIN.
YOU CAN TRY, BABE. BUT THIS TIME--


--I'M READY FOR YOU!!
BOOM!


MEANWHILE...
RETINAL SCAN, VOICEPRINT AND IDENTICARD CHECK CONFIRMED, COLONEL. ADMITTANCE TO SISO VAULT AUTHORIZED.
THANK YOU.
IT'S NICE TO SEE THAT, WHATEVER ELSE I'VE LOST, I'M STILL AS GOOD A SPY AS EVER.

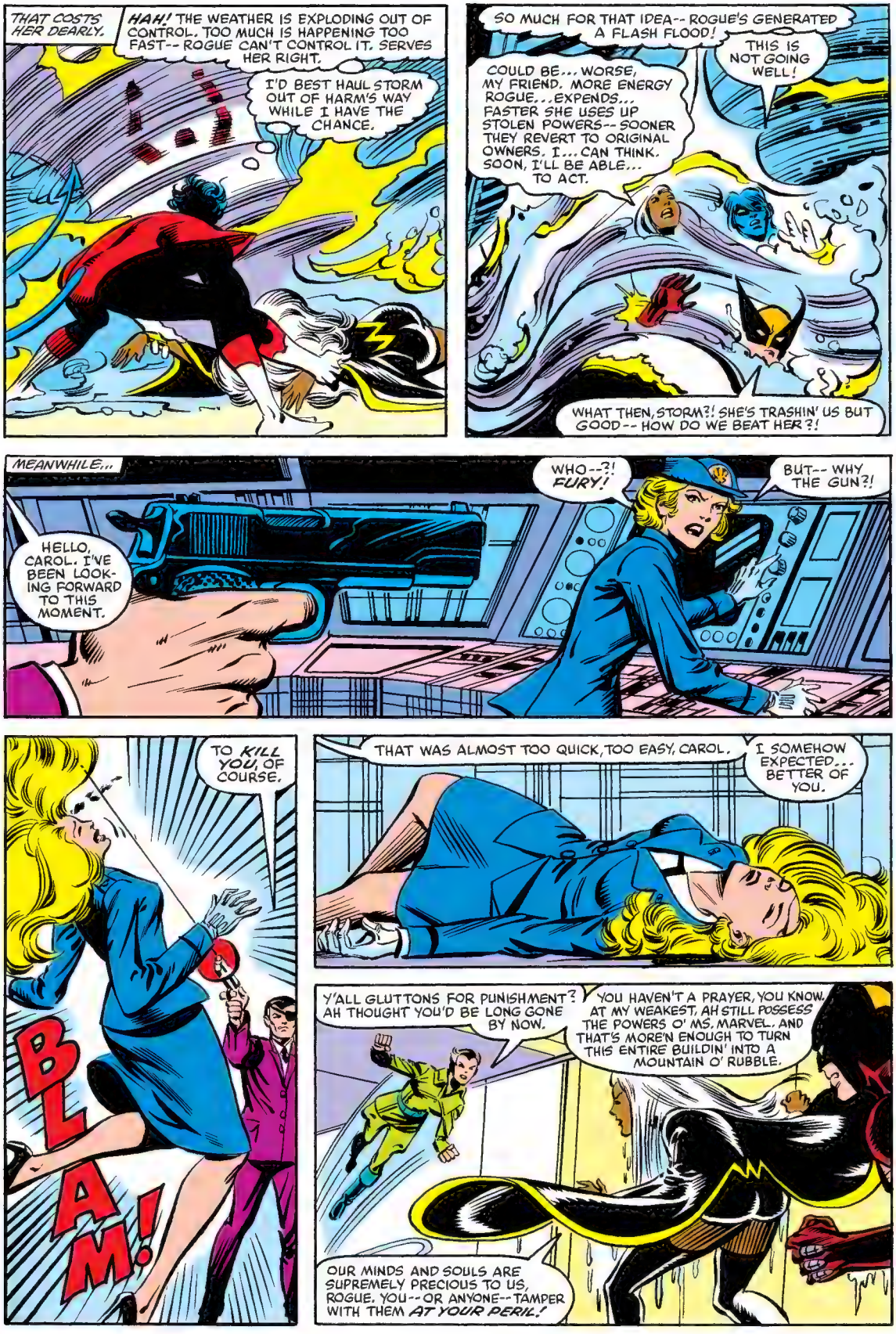

THE PRIME COMPUTER CENTER--WHAT DOES SHE WANT IN THERE?
FROM THE SOUND OF THINGS, ROGUE AND THE X-MEN ARE KEEPING EACH OTHER BUSY. THAT LEAVES DANVERS AND ME ON OUR OWN.

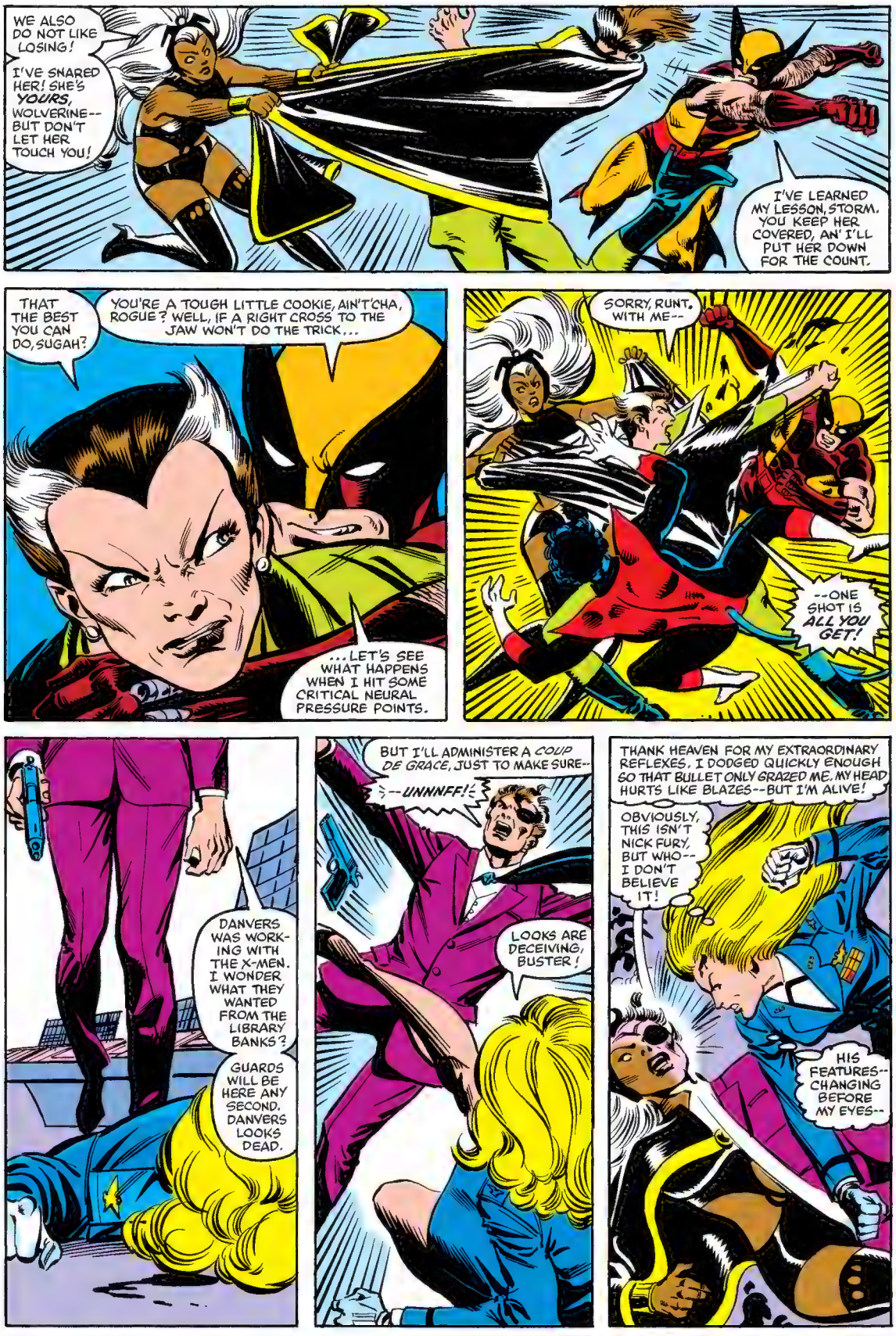
GOOD. HER DEATH WILL BE A PERSONAL PLEASURE TOO LONG DENIED.
I CAN'T FOLLOW AS MYSELF. MY "RAVEN" IDENTITY IS TOO VALUABLE TO COMPROMISE.
I'LL SIMPLY SHAPE-CHANGE INTO THE FORM OF SOMEONE CAROL TRUSTS: NICHOLAS FURY, DIRECTOR OF SHIELD.* SHE WON'T SUSPECT A THING--UNTIL I STRIKE!
*SHIELD: SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION--L.

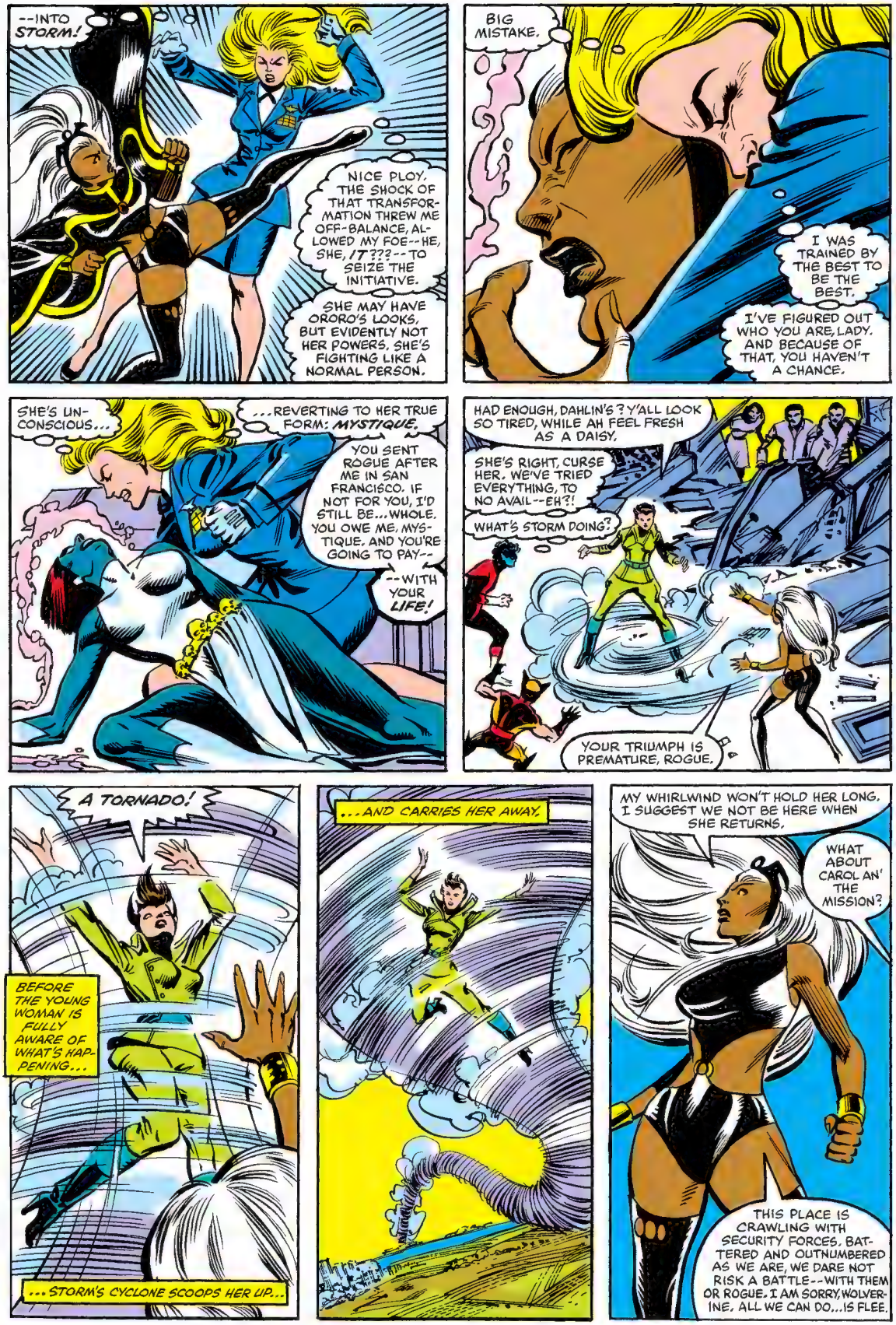
ELSEWHERE...
A FULL-POWER BOLT--AND ROGUE SHRUGS IT OFF WITH A LAUGH.
Y'ALL GET AN "A" FOR EFFORT, STORM.

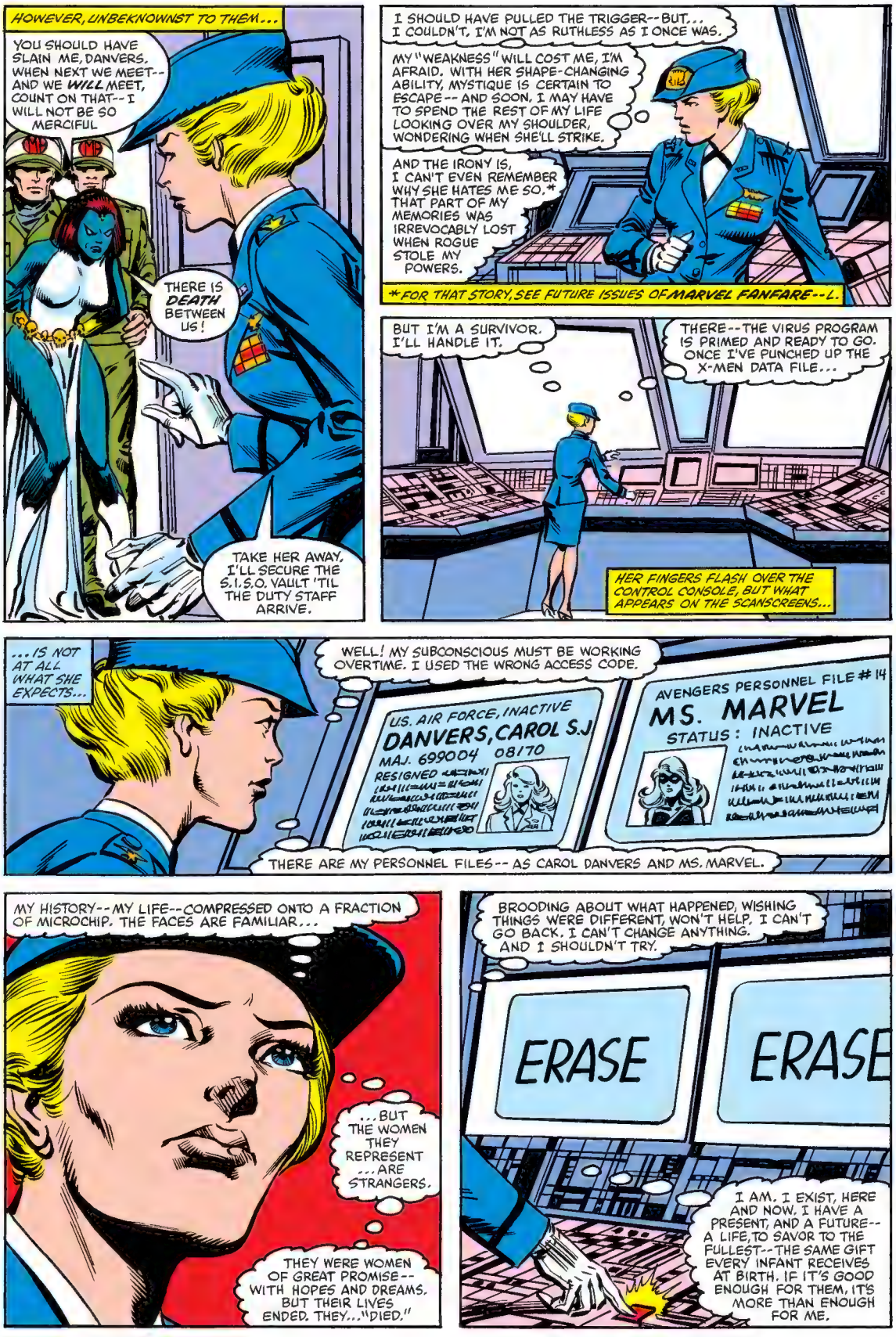
YOU TRIED, YOU LOST. THERE ARE WORSE EPITAPHS.
NO!!
AT ROGUE'S TOUCH, ORORO FEELS A SUDDEN, TERRIBLE, WRENCHING DISSOLUTION OF SELF AND THEN HER AWARENESS--INDEED, FOR ALL PRACTICAL PURPOSES, HER VERY EXISTENCE AS A SENTIENT BEING--CEASES.

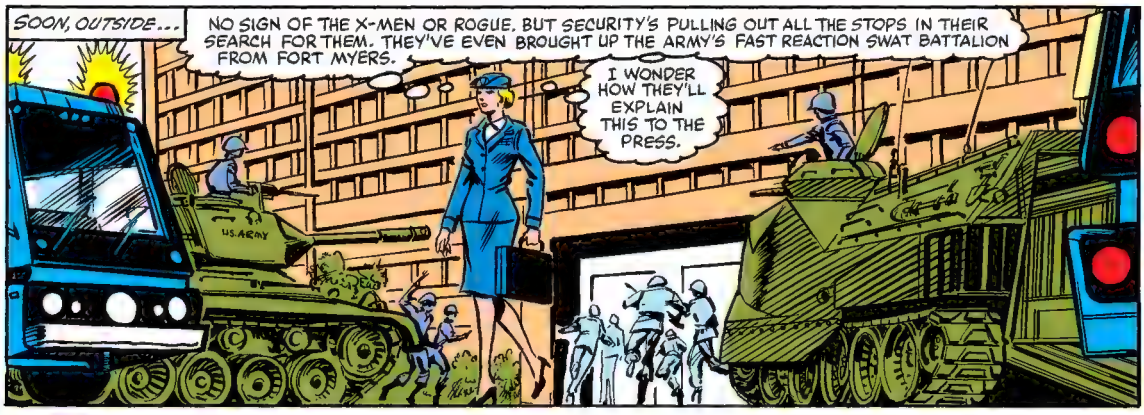
BUT THIS TIME, ROGUE DISCOVERS, SHE MAY HAVE ABSORBED MORE THAN SHE BARGAINED FOR.
STORM'S CONTROL OVER THE WEATHER HAS BEEN HONED AND PERFECTED BY HALF-A-LIFETIME OF PRACTICE AND EXPERIENCE. ROGUE LACKS THOSE CRITICAL ASSETS.

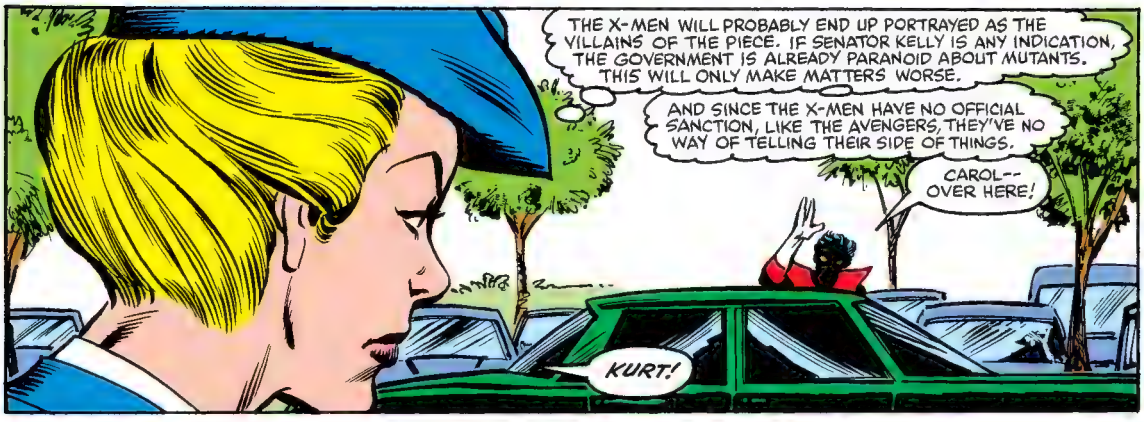

THAT COSTS HER DEARLY.
HAH! THE WEATHER IS EXPLODING OUT OF CONTROL. TOO MUCH IS HAPPENING TOO FAST-- ROGUE CAN'T CONTROL IT. SERVES HER RIGHT.
I'D BEST HAUL STORM OUT OF HARM'S WAY WHILE I HAVE THE CHANCE.
SO MUCH FOR THAT IDEA-- ROGUE'S GENERATED A FLASH FLOOD!
THIS IS NOT GOING WELL!
COULD BE... WORSE, MY FRIEND. MORE ENERGY ROGUE...EXPENDS... FASTER SHE USES UP STOLEN POWERS-- SOONER THEY REVERT TO ORIGINAL OWNERS. I... CAN THINK. SOON, I'LL BE ABLE... TO ACT.
WHAT THEN, STORM?! SHE'S TRASHIN' US BUT GOOD-- HOW DO WE BEAT HER?!
MEANWHILE...
WHO--?! FURY!
BUT-- WHY THE GUN?!
HELLO, CAROL. I'VE BEEN LOOKING FORWARD TO THIS MOMENT.
TO KILL YOU, OF COURSE.
BLAM!
THAT WAS ALMOST TOO QUICK, TOO EASY, CAROL.
I SOMEHOW EXPECTED... BETTER OF YOU.
Y'ALL GLUTTONS FOR PUNISHMENT? AH THOUGHT YOU'D BE LONG GONE BY NOW.
YOU HAVEN'T A PRAYER, YOU KNOW. AT MY WEAKEST, AH STILL POSSESS THE POWERS O' MS. MARVEL. AND THAT'S MORE'N ENOUGH TO TURN THIS ENTIRE BUILDIN' INTO A MOUNTAIN O' RUBBLE.
OUR MINDS AND SOULS ARE SUPREMELY PRECIOUS TO US, ROGUE. YOU-- OR ANYONE-- TAMPER WITH THEM AT YOUR PERIL!


WE ALSO DO NOT LIKE LOSING!
I'VE SNARED HER! SHE'S *YOURS*, WOLVERINE--BUT DON'T LET HER TOUCH YOU!
I'VE LEARNED MY LESSON, STORM. YOU KEEP HER COVERED, AN' I'LL PUT HER DOWN FOR THE COUNT.
THAT THE BEST YOU CAN DO, SUGAH?
YOU'RE A TOUGH LITTLE COOKIE, AIN'T'CHA, ROGUE? WELL, IF A RIGHT CROSS TO THE JAW WON'T DO THE TRICK...
...LET'S SEE WHAT HAPPENS WHEN I HIT SOME CRITICAL NEURAL PRESSURE POINTS.
SORRY, RUNT. WITH ME--
--ONE SHOT IS *ALL YOU GET!*
DANVERS WAS WORKING WITH THE X-MEN. I WONDER WHAT THEY WANTED FROM THE LIBRARY BANKS?
GUARDS WILL BE HERE ANY SECOND. DANVERS LOOKS DEAD.
BUT I'LL ADMINISTER A *COUP DE GRACE*, JUST TO MAKE SURE--
--*UNNNFF!*--
LOOKS ARE DECEIVING, BUSTER!
THANK HEAVEN FOR MY EXTRAORDINARY REFLEXES, I DODGED QUICKLY ENOUGH SO THAT BULLET ONLY GRAZED ME. MY HEAD HURTS LIKE BLAZES--BUT I'M ALIVE!
OBVIOUSLY, THIS ISN'T NICK FURY, BUT WHO--I DON'T BELIEVE IT!
HIS FEATURES--CHANGING BEFORE MY EYES--


--INTO STORM!
NICE PLOY. THE SHOCK OF THAT TRANSFORMATION THREW ME OFF-BALANCE, ALLOWED MY FOE--HE, SHE, IT???--TO SEIZE THE INITIATIVE.
SHE MAY HAVE ORORO'S LOOKS, BUT EVIDENTLY NOT HER POWERS. SHE'S FIGHTING LIKE A NORMAL PERSON.
BIG MISTAKE.
I WAS TRAINED BY THE BEST TO BE THE BEST.
I'VE FIGURED OUT WHO YOU ARE, LADY. AND BECAUSE OF THAT, YOU HAVEN'T A CHANCE.
SHE'S UNCONSCIOUS...
...REVERTING TO HER TRUE FORM: MYSTIQUE.
YOU SENT ROGUE AFTER ME IN SAN FRANCISCO. IF NOT FOR YOU, I'D STILL BE...WHOLE. YOU OWE ME, MYSTIQUE. AND YOU'RE GOING TO PAY--
--WITH YOUR LIFE!
HAD ENOUGH, DAHLIN'S? Y'ALL LOOK SO TIRED, WHILE AH FEEL FRESH AS A DAISY.
SHE'S RIGHT, CURSE HER. WE'VE TRIED EVERYTHING, TO NO AVAIL--EH?!
WHAT'S STORM DOING?
YOUR TRIUMPH IS PREMATURE, ROGUE.
A TORNADO!
BEFORE THE YOUNG WOMAN IS FULLY AWARE OF WHAT'S HAPPENING...
...STORM'S CYCLONE SCOOPS HER UP...
...AND CARRIES HER AWAY.
MY WHIRLWIND WON'T HOLD HER LONG. I SUGGEST WE NOT BE HERE WHEN SHE RETURNS.
WHAT ABOUT CAROL AN' THE MISSION?
THIS PLACE IS CRAWLING WITH SECURITY FORCES. BATTERED AND OUTNUMBERED AS WE ARE, WE DARE NOT RISK A BATTLE--WITH THEM OR ROGUE. I AM SORRY, WOLVERINE. ALL WE CAN DO...IS FLEE.


HOWEVER, UNBEKNOWNST TO THEM...
YOU SHOULD HAVE SLAIN ME, DANVERS. WHEN NEXT WE MEET--AND WE WILL MEET, COUNT ON THAT--I WILL NOT BE SO MERCIFUL
THERE IS DEATH BETWEEN US!
TAKE HER AWAY. I'LL SECURE THE S.I.S.O. VAULT 'TIL THE DUTY STAFF ARRIVE.
I SHOULD HAVE PULLED THE TRIGGER--BUT... I COULDN'T. I'M NOT AS RUTHLESS AS I ONCE WAS.
MY "WEAKNESS" WILL COST ME, I'M AFRAID. WITH HER SHAPE-CHANGING ABILITY, MYSTIQUE IS CERTAIN TO ESCAPE--AND SOON. I MAY HAVE TO SPEND THE REST OF MY LIFE LOOKING OVER MY SHOULDER, WONDERING WHEN SHE'LL STRIKE.
AND THE IRONY IS, I CAN'T EVEN REMEMBER WHY SHE HATES ME SO.* THAT PART OF MY MEMORIES WAS IRREVOCABLY LOST WHEN ROGUE STOLE MY POWERS.
*FOR THAT STORY, SEE FUTURE ISSUES OF MARVEL FANFARE--L.
BUT I'M A SURVIVOR. I'LL HANDLE IT.
THERE--THE VIRUS PROGRAM IS PRIMED AND READY TO GO. ONCE I'VE PUNCHED UP THE X-MEN DATA FILE...
HER FINGERS FLASH OVER THE CONTROL CONSOLE, BUT WHAT APPEARS ON THE SCANSCREENS...
...IS NOT AT ALL WHAT SHE EXPECTS...
WELL! MY SUBCONSCIOUS MUST BE WORKING OVERTIME. I USED THE WRONG ACCESS CODE.
U.S. AIR FORCE, INACTIVE
DANVERS, CAROL S.J
MAJ. 699004 08170
RESIGNED
AVENGERS PERSONNEL FILE # 14
MS. MARVEL
STATUS: INACTIVE
THERE ARE MY PERSONNEL FILES--AS CAROL DANVERS AND MS. MARVEL.
MY HISTORY--MY LIFE--COMPRESSED ONTO A FRACTION OF MICROCHIP. THE FACES ARE FAMILIAR...
...BUT THE WOMEN THEY REPRESENT ...ARE STRANGERS.
THEY WERE WOMEN OF GREAT PROMISE--WITH HOPES AND DREAMS. BUT THEIR LIVES ENDED. THEY..."DIED."
BROODING ABOUT WHAT HAPPENED, WISHING THINGS WERE DIFFERENT, WON'T HELP. I CAN'T GO BACK. I CAN'T CHANGE ANYTHING. AND I SHOULDN'T TRY.
ERASE
ERASE
I AM. I EXIST, HERE AND NOW. I HAVE A PRESENT, AND A FUTURE--A LIFE, TO SAVOR TO THE FULLEST--THE SAME GIFT EVERY INFANT RECEIVES AT BIRTH. IF IT'S GOOD ENOUGH FOR THEM, IT'S MORE THAN ENOUGH FOR ME.


SOON, OUTSIDE...
NO SIGN OF THE X-MEN OR ROGUE. BUT SECURITY'S PULLING OUT ALL THE STOPS IN THEIR SEARCH FOR THEM. THEY'VE EVEN BROUGHT UP THE ARMY'S FAST REACTION SWAT BATTALION FROM FORT MYERS.
I WONDER HOW THEY'LL EXPLAIN THIS TO THE PRESS.
U.S. ARMY


THE X-MEN WILL PROBABLY END UP PORTRAYED AS THE VILLAINS OF THE PIECE. IF SENATOR KELLY IS ANY INDICATION, THE GOVERNMENT IS ALREADY PARANOID ABOUT MUTANTS. THIS WILL ONLY MAKE MATTERS WORSE.
AND SINCE THE X-MEN HAVE NO OFFICIAL SANCTION, LIKE THE AVENGERS, THEY'VE NO WAY OF TELLING THEIR SIDE OF THINGS.
CAROL-- OVER HERE!
KURT!

IT'S GOOD TO SEE THAT YOU'RE ALL RIGHT. I...KNOW ROGUE'S CAPABILITIES. I FIGURED YOU'D HAVE A FIGHT ON YOUR HANDS.
NO SWEAT, CAROL. WE SHOWED THE KID A SURPRISE OR TWO.
WHAT ABOUT YOU --AND THE MISSION?
EVERYTHING'S TAKEN CARE OF. OFFICIALLY, AS FAR AS THE FEDERAL COMPUTER NETWORK IS CONCERNED, THE X-MEN HAVE CEASED TO EXIST.
WUNDERBAR!

MY SENTIMENTS EXACTLY.
AND THEY ARE TOO, IN A WAY. TODAY, I FINALLY LAID MY GHOSTS TO REST. I'M FREE TO BEGIN MY LIFE ANEW.
I DON'T KNOW WHERE I'LL END UP, BUT I'LL LAY ODDS IT'LL BE AN INTERESTING TRIP.

NEXT ISSUE: DRACULA!

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THE UNCANNY
X-MEN™
TM

NEVER LET IT BE SAID THAT THOSE MUTANT SUPER-HEROES -- THE **UNCANNY X-MEN** -- DON'T KNOW HOW TO MAKE AN ENTRANCE -- IN THIS CASE, INTO THE GREENWICH VILLAGE APARTMENT OF THEIR FRIEND, PRIVATE INVESTIGATOR MISTY KNIGHT. **NIGHTCRAWLER** TELEPORTS, **KITTY PRYDE** PHASES THROUGH THE WALL. **WOLVERINE, STORM** AND **COLOSSUS,** HOWEVER, RESORT TO A MORE TRADITIONAL METHOD.

Stan Lee PRESENTS:
NIGHT SCREAMS!
GUTEN ABEND, MISTY. WIE GEHT ES IHNEN -- YIKES!
STORM, THAT IS NOT MISTY!
SNIKT
SHE CAN SEE THAT, COLOSSUS. QUESTION IS, WHO IS THE LADY, AN' WHAT'S SHE DOIN' HERE?!

CHRIS CLAREMONT AUTHOR | **BILL SIENKIEWICZ** GUEST PENCILER | **BOB WIACEK** INKER | TOM ORZECHOWSKI, letterer GLYNIS WEIN, colorist | **LOUISE JONES** EDITOR | **JIM SHOOTER** ED.-in-CHIEF

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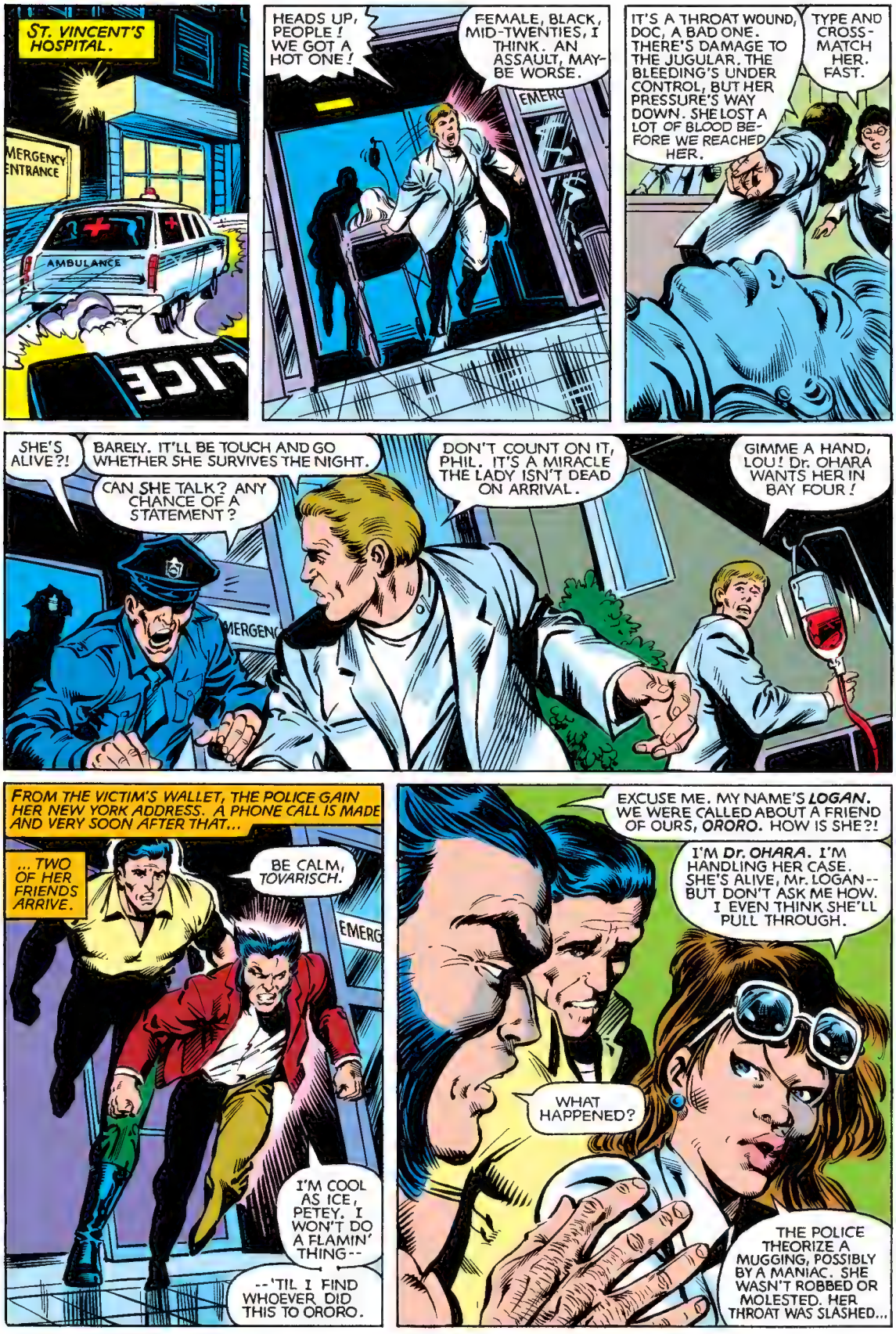
I LIVE HERE!
WHO ARE YOU PEOPLE-- AND WHAT'S THE IDEA OF BUSTING INTO MY HOUSE?! YOU COULD SCARE A GIRL HALF TO DEATH!
GEE, HER FACE IS AWFULLY FAMILIAR. I WISH I COULD PLACE IT.
I APOLOGIZE FOR CAUSING YOU UNDUE ALARM. MY NAME IS STORM. WE ARE FRIENDS OF MISTY'S. THIS IS STILL HER APARTMENT, IS IT NOT?
IT'S OUR APARTMENT. I'M HER ROOM-MATE.
HARMONY YOUNG!
YOU KNOW THE LADY, KID?
BOY, DO I! SHE'S ONE OF THE TOP FASHION MODELS IN NEW YORK!
AN HONOR OBVIOUSLY WELL DESERVED. ENCHANTÉ, MAM'SELLE.
≷Giggle≶
THAT'S THE SPIRIT, ELF. MAKE NICE WITH THE LADY. AS FER ME, IF EV'RYTHIHG'S COOL...
...I'M SCROUNGIN' MYSELF A BREW.
AS EVER, WOLVERINE, THE SOUL OF TACT AND DIPLOMACY...
WE HAD A STANDING INVITATION FROM MISTY TO BE HER GUESTS, IF THE NEED EVER AROSE. WE HAVE BEEN OUT OF TOUCH RECENTLY. WE DID NOT KNOW SHE WAS SHARING THE APARTMENT.
WE DO NOT MEAN TO INTRUDE, Ms. YOUNG. WE'LL BE ON OUR WAY.
HEY, NO PROBLEM.
IF IT'S OKAY WITH MISTY...
...IT'S OKAY WITH ME.
I LIKE HAVING GUYS AROUND, ESPECIALLY WHEN THEY'RE CUTE.
WHAT'S SHE TALKING ABOUT?
COLOSSUS ISN'T "CUTE."

YOU'VE GOT A DATE WITH YOUR FOLKS THIS EVENIN', KIDDO, REMEMBER-- THAT'S WHY WE'RE HERE-- AN' YOU SURE CAN'T MEET 'EM DRESSED LIKE THAT.
OMIGOSH! I LOST TRACK OF THE TIME! I'LL CHANGE RIGHT AWAY!
ORORO, YOU'RE COMING WITH ME, AREN'T YOU?
KITTEN, YOU BROUGHT APPROPRIATE CLOTHES.
I DID NOT. I HAVE NOTHING TO WEAR.
LEAVE THAT TO ME.
HARMONY, WE MAY BE THE SAME HEIGHT, BUT HARDLY THE SAME SIZE.
DETAILS, DETAILS. LESSEE-- WHERE TO BEGIN...?
WOW!
I LOVE YOUR HAIR, ORORO. THE COLOR AND TEXTURE-- I WISH I COULD MAKE MINE LOOK LIKE THAT.
Oh, ORORO, HARMONY, CAN I WEAR THIS?! PLEASE???
AND THIS--?!
AND THIS--?!
AND THIS--?!
DOWNSTAIRS, WOLVERINE ECHOES STORM'S SILENT SIGH...
... AND REACHES FOR ANOTHER BEER.
WOULD YOU LIKE TO TRY SOME MAKE-UP, ORORO?
Y'KNOW, THIS IS MORE FUN THAN PLAYING WITH DOLLS!
EVENTUALLY-- A SLOW SIX-PACK LATER...
MAGNIFICENT!
D'YOU MEAN IT, KURT?! REALLY?!
WORTH THE WAIT, KID-- AN' THAT'S NO LIE.
SOON AFTER THAT, KITTY AND ORORO ARE ON THEIR WAY...
... STROLLING HAPPILY THROUGH THE FOG-SHROUDED VILLAGE IN SEARCH OF A TAXI, THE CARES AND WORRIES OF RECENT DAYS PUSHED ASIDE FOR THE MOMENT BY THE SIMPLE JOY OF BEING ALIVE.

THIS IS THE RIO DIABLO -- A REMOTE STRETCH OF NEW MEXICO DESERT THAT ALEX SUMMERS, ONCE AN X-MAN, HAS MADE HIS HOME...
... AND WHERE HIS BROTHER, SCOTT, HAS COME TO VISIT.
I'M SORRY TO HEAR ABOUT PROFESSOR XAVIER, SCOTT.
WE'VE TRIED EVERYTHING TO BRING HIM OUT OF HIS CATATONIC TRANCE -- AND TO LEARN WHAT CAUSED IT -- BUT NOTHING'S WORKED.
AND THEN, THERE'S DAD.
YEAH. WHAT DO YOU SAY WHEN YOUR FATHER POPS UP AFTER 20 YEARS? THAT REUNION MUST'VE BEEN ROUGH FOR YOU, SCOTT. AT LEAST, WHEN I WAS ADOPTED, I HAD SURROGATE PARENTS TO LOVE, WHO LOVED ME.
YOU HAD NOTHING.
I SURVIVED, THEN AND NOW.
LIFE IS MORE THAN SIMPLE SURVIVAL.
PERHAPS.
SPEAKING OF SURVIVAL, HAVE YOU BEEN PRACTICING THE USE OF YOUR POWERS AS HAVOK?
SURE HAVE, BIG BROTHER.
PROVE IT!
SCOTT SUMMERS' OPTIC BLASTS PUNCH A ROCK INTO THE DARKENING SKY.
HOW'S THAT?
AT THE APOGEE OF ITS CLIMB, ALEX FIRES A COSMIC ENERGY STARBOLT THAT SHATTERS IT.
NOT BAD.
YOU PULVERISED THE PIECES -- INTO DUST!
ALL THAT POWER, SCOTTY--
--WITH ONLY YOUR RUBY QUARTZ GLASSES TO HOLD IT IN CHECK. I'M NOT SURE I COULD HANDLE THAT KIND OF PRESSURE, OR RESPONSIBILITY.
YOU'D DO FINE, ALEX.
SOON, BACK AT THE CABIN ALEX SHARES WITH LORNA DANE -- ALSO A FORMER X-MAN, POLARIS, MUTANT MISTRESS OF MAGNETISM...
WE'RE HOME, MY LOVE!
ABOUT TIME! WASH UP, YOU TWO, AND JOIN YOUR DAD AT THE TABLE. I'LL SERVE DINNER. IF YOU DON'T LIKE IT -- TOUGH.

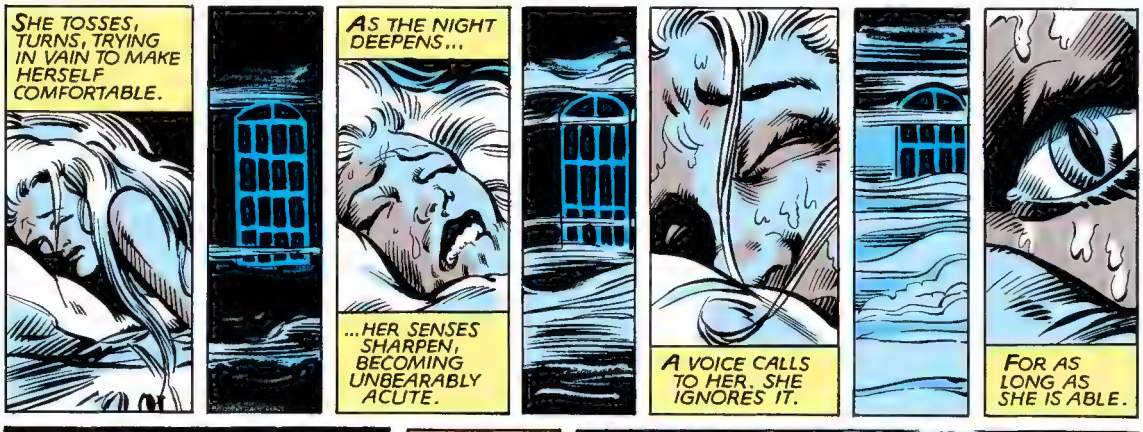
Mmmm -- SUPERB! MY COMPLIMENTS TO THE CHEF.
THANK YOU, Mr. SUMMERS. BUT IF YOU THINK I'M, GOOD, TASTE ALEX'S COOKING.
IT'S JUST MY WAY OF GETTING OUT OF DOING THE DISHES.
DAD, WHAT ARE YOUR PLANS? WILL YOU STAY?
FOR A WHILE, SCOTT. I'M GLAD TO SEE YOU AND ALEX-- WE'VE A LOT OF CATCHING UP TO DO-- BUT I'VE BEEN AWAY TOO LONG. I FEEL SO OUT OF PLACE ON EARTH--
--TWENTY YEARS BEHIND THE TIMES, YET LIGHT YEARS AHEAD OF THEM.
IF-- WHEN-- YOU LEAVE, WHAT ABOUT US? WOULD YOU WANT US TO COME WITH YOU?
SCOTT, ALEX-- MY DEAR BOYS--
--I ...DON'T KNOW.
NEW YORK:
YOU WERE IN A CIRCUS? NEAT!
LOVELY LADY, I WAS A STAR --eh?!
THE PHONE! I'LL GET IT!
BRRING!
HI, GUYS! JUST ME, CHECKING IN. I'M FINE. MY FOLKS ARE... OKAY. CAN I SPEAK TO ORORO?
SHE ISN'T HERE, KITTY. ISN'T SHE WITH YOU?
SOMETHING WRONG?
I'M NOT SURE. KITTY SAYS ORORO LEFT HOURS AGO...
...THAT SHE WAS RETURNING DIRECTLY TO THE APARTMENT.
BUT IF SHE ISN'T HERE, WHERE IS SHE? WHY HASN'T SHE TELEPHONED?!
WHAT COULD HAVE HAPPENED TO HER?!?

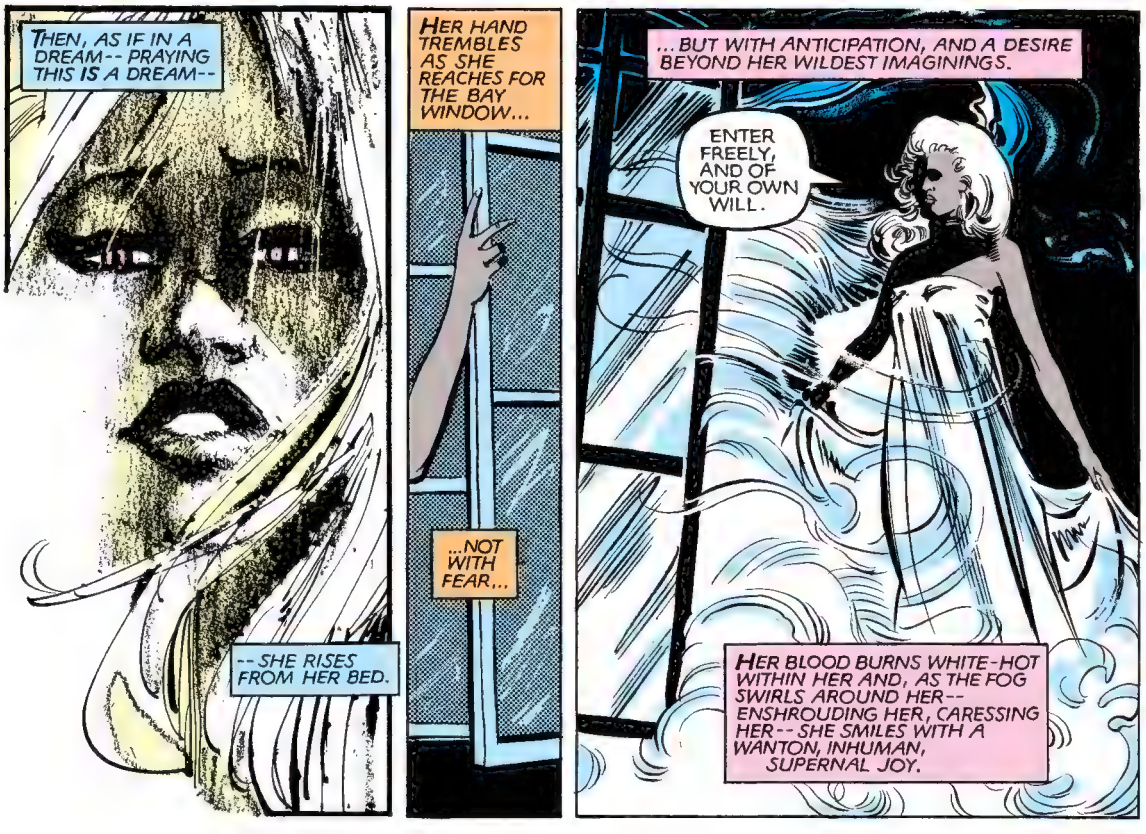

ST. VINCENT'S HOSPITAL.
MERGENCY ENTRANCE
AMBULANCE
HEADS UP, PEOPLE! WE GOT A HOT ONE!
FEMALE, BLACK, MID-TWENTIES, I THINK. AN ASSAULT, MAYBE WORSE.
EMERG
IT'S A THROAT WOUND, DOC, A BAD ONE. THERE'S DAMAGE TO THE JUGULAR. THE BLEEDING'S UNDER CONTROL, BUT HER PRESSURE'S WAY DOWN. SHE LOST A LOT OF BLOOD BEFORE WE REACHED HER.
TYPE AND CROSS-MATCH HER. FAST.
SHE'S ALIVE?!
BARELY. IT'LL BE TOUCH AND GO WHETHER SHE SURVIVES THE NIGHT.
CAN SHE TALK? ANY CHANCE OF A STATEMENT?
DON'T COUNT ON IT, PHIL. IT'S A MIRACLE THE LADY ISN'T DEAD ON ARRIVAL.
GIMME A HAND, LOU! Dr. OHARA WANTS HER IN BAY FOUR!
MERGENC
FROM THE VICTIM'S WALLET, THE POLICE GAIN HER NEW YORK ADDRESS. A PHONE CALL IS MADE AND VERY SOON AFTER THAT...
... TWO OF HER FRIENDS ARRIVE.
BE CALM, TOVARISCH.
EMERG
I'M COOL AS ICE, PETEY. I WON'T DO A FLAMIN' THING--
--'TIL I FIND WHOEVER DID THIS TO ORORO.
EXCUSE ME. MY NAME'S LOGAN. WE WERE CALLED ABOUT A FRIEND OF OURS, ORORO. HOW IS SHE?!
I'M Dr. OHARA. I'M HANDLING HER CASE. SHE'S ALIVE, Mr. LOGAN--BUT DON'T ASK ME HOW. I EVEN THINK SHE'LL PULL THROUGH.
WHAT HAPPENED?
THE POLICE THEORIZE A MUGGING, POSSIBLY BY A MANIAC. SHE WASN'T ROBBED OR MOLESTED. HER THROAT WAS SLASHED...

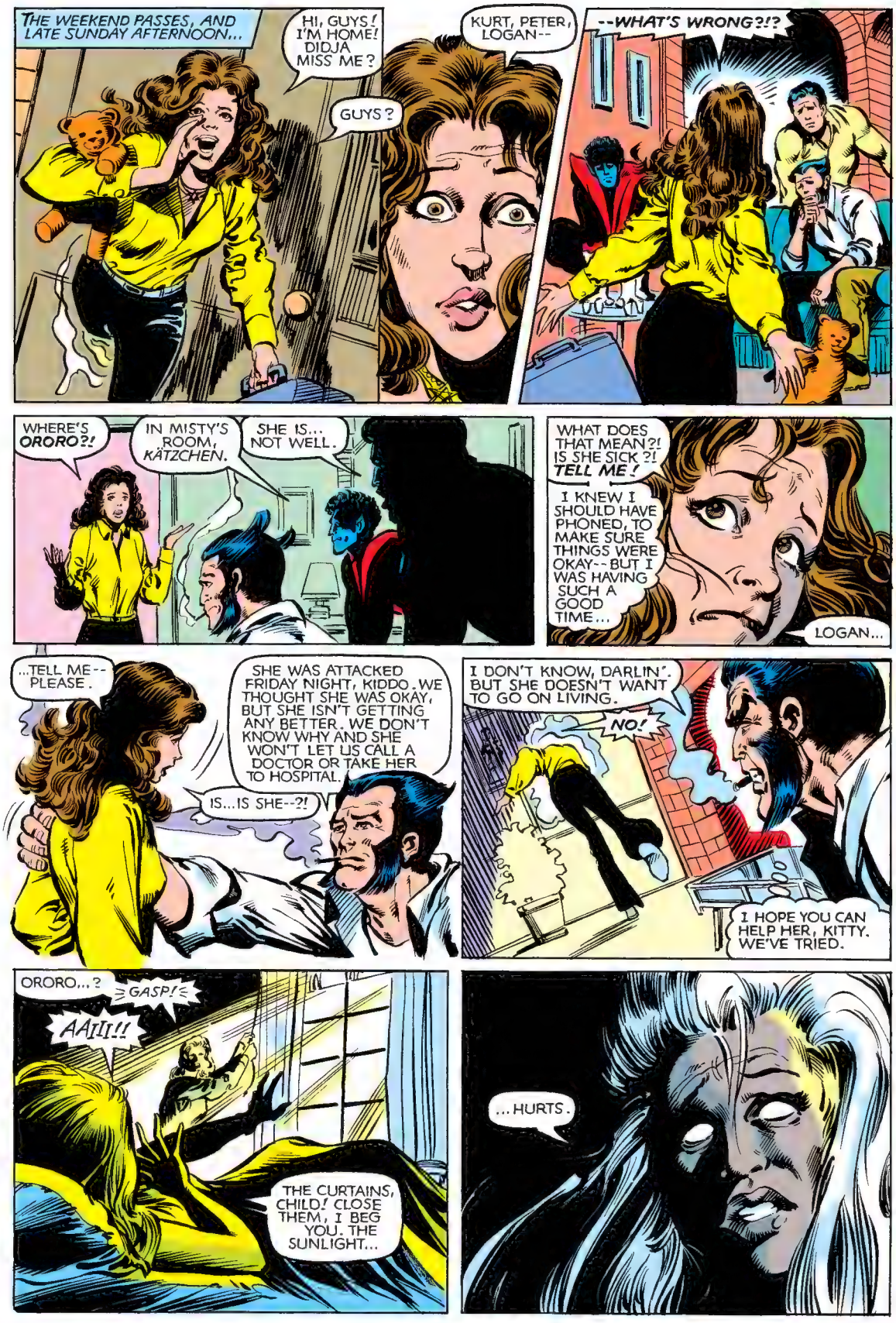
THE DAMAGE TURNED OUT TO LOOK FAR WORSE THAN IT ACTUALLY WAS. THERE WAS SOME BLOOD LOSS, BUT NOTHING CRITICAL. SHE REGAINED CONSCIOUSNESS A WHILE AGO AND GAVE THE POLICE A STATEMENT.
WE WANTED TO GIVE HER A WHOLE BLOOD TRANSFUSION, BUT WE COULDN'T MATCH HER TYPE. HER TESTS PRODUCED SOME EXTRAORDINARY RESULTS. I'VE NEVER SEEN ANYTHING LIKE THEM. I'D LIKE TO INVESTIGATE FURTHER.
THE MUTANT GENES THAT GIVE US OUR POWERS ALSO MAKE OUR BLOOD UNIQUE. IF THIS DOC KEEPS POKIN' ABOUT, SHE'LL REALIZE WHAT 'RORO IS-- AND POSSIBLY WHO SHE IS. THE X-MEN'S COVER'LL BE BLOWN WIDE OPEN.
REGARDLESS, I'D LIKE TO KEEP ORORO HERE FOR A FEW DAYS, FOR OBSERVATION, JUST IN CASE. SHE'S SUFFERED A SEVERE TRAUMA-- PHYSICALLY AND PSYCHOLOGICALLY.
SHE DOESN'T EVEN REMEMBER WHAT HAPPENED, OR WHO ATTACKED HER.
I'VE BEEN TALKING WITH HER. SHE SEEMS A STRONG WOMAN-- IN SPIRIT AND IN FLESH. WITH HELP, FROM HER FRIENDS, WITH LUCK, SHE SHOULD RECOVER COMPLETELY-- HEY!
WHAT THE BLAZES ARE YOU DOING?! CLIMB BACK INTO BED THIS INSTANT!
ORORO--?
PETER! LOGAN!
I FEEL... VERY FOOLISH, AFTER ALL WE'VE BEEN THROUGH, TO FALL PREY TO A COMMON MUGGER.
I DO NOT MEAN TO CAUSE YOU TROUBLE, Dr. OHARA-- BUT I REALLY FEEL MUCH BETTER.
IF YOU WANT TO LEAVE, I CAN'T STOP YOU. BUT I THINK YOU'RE MAKING A MISTAKE.
I CANNOT STAY. THAT RISKS COMPROMISING THE X-MEN.
YET, I FEEL STRANGELY... SAFE HERE.
BUT WHY?! WHY SHOULD I SUDDENLY FEAR THE NIGHT?
IN THE FOG-- ARE THOSE... EYES?!
NO, JUST MY IMAGINATION.
Ahhh, THE NIGHT-- I LOVE IT SO.
I APPRECIATE YOUR CONCERN, Dr. OHARA...
...BUT I WOULD RATHER RETURN HOME.
SUIT YOURSELF. I'LL PREPARE YOUR RELEASE FORMS.

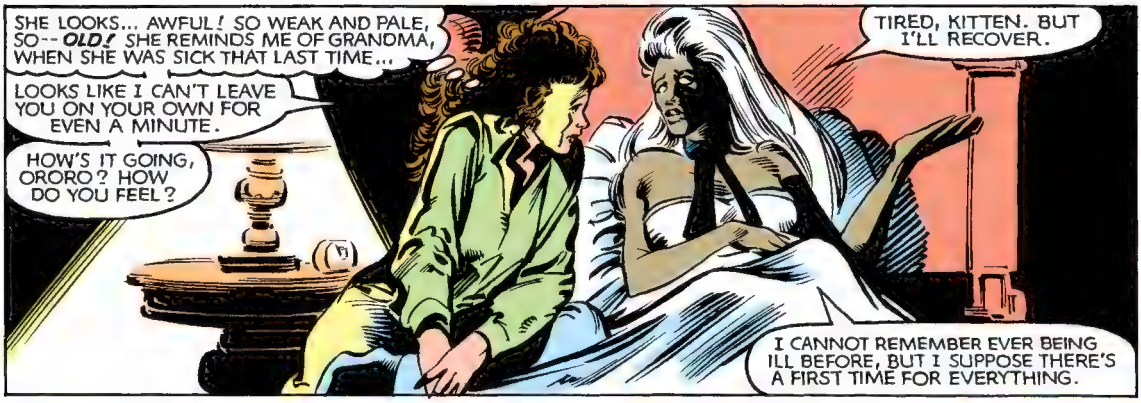
AT THE APARTMENT, ORORO IS QUICKLY PUT TO BED IN MISTY'S ROOM...
WILL YOU STOP MOTHERING ME, ALL OF YOU?! I AM FINE, REALLY. I SHALL BE BETTER AFTER A GOOD NIGHT'S SLEEP.
GUTE NACHT, THEN, WIND-RIDER. SLEEP TIGHT.
KLIK
WE'LL BE OUTSIDE. IF YOU NEED US, JUST CALL.
I SHALL.

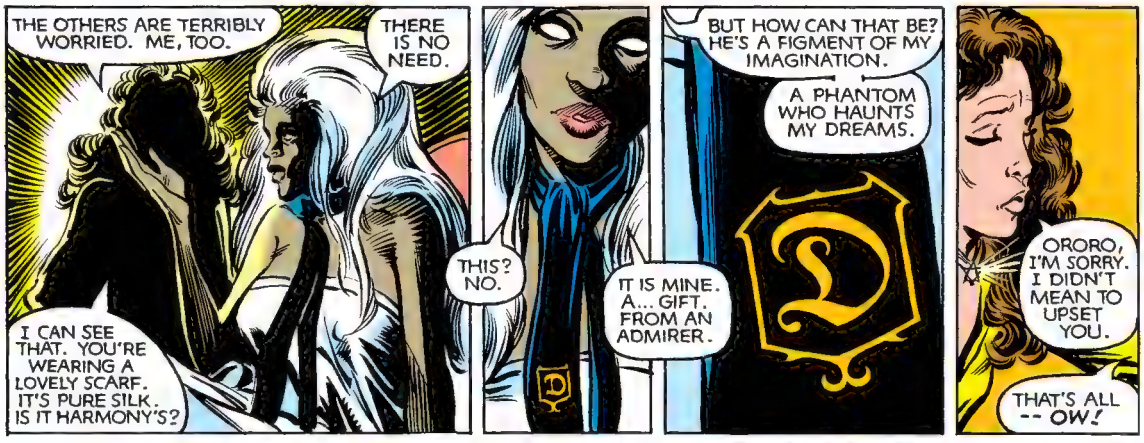
EYES CLOSE. EYES OPEN. AROUND HER IS DARKNESS AND SILENCE. SHE CAN HEAR THE FAINT MURMUR OF HER FRIENDS' VOICES-- SO NEAR YET SO FAR AWAY. SURPRISINGLY, SHE FINDS HERSELF FEELING TOTALLY ALONE. THAT FRIGHTENS HER.

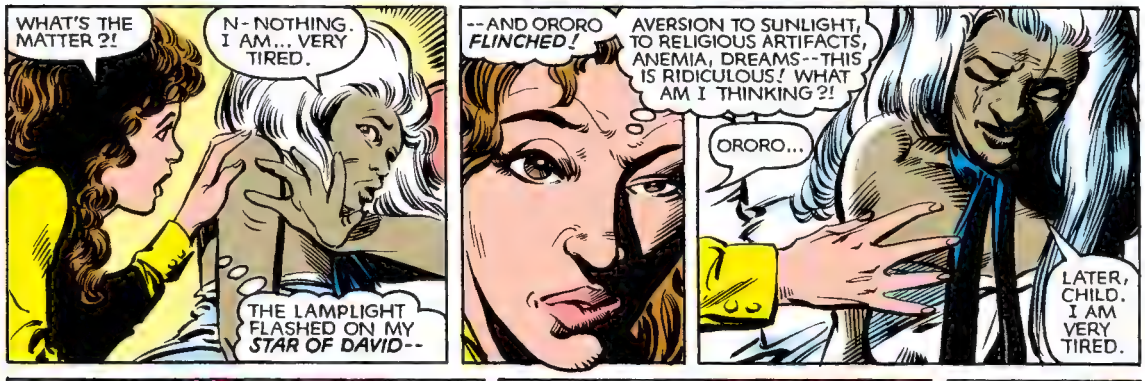

SHE TOSSES, TURNS, TRYING IN VAIN TO MAKE HERSELF COMFORTABLE.
AS THE NIGHT DEEPENS...
...HER SENSES SHARPEN, BECOMING UNBEARABLY ACUTE.
A VOICE CALLS TO HER. SHE IGNORES IT.
FOR AS LONG AS SHE IS ABLE.

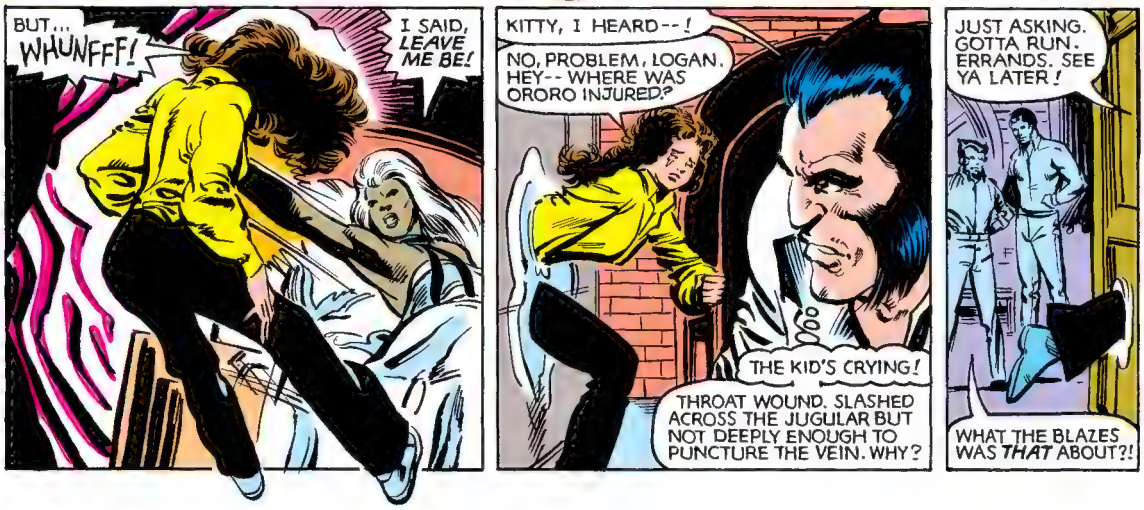

THEN, AS IF IN A DREAM-- PRAYING THIS IS A DREAM--
-- SHE RISES FROM HER BED.
HER HAND TREMBLES AS SHE REACHES FOR THE BAY WINDOW...
...NOT WITH FEAR...
...BUT WITH ANTICIPATION, AND A DESIRE BEYOND HER WILDEST IMAGININGS.
ENTER FREELY, AND OF YOUR OWN WILL.
HER BLOOD BURNS WHITE-HOT WITHIN HER AND, AS THE FOG SWIRLS AROUND HER-- ENSHROUDING HER, CARESSING HER-- SHE SMILES WITH A WANTON, INHUMAN, SUPERNAL JOY.


THE WEEKEND PASSES, AND LATE SUNDAY AFTERNOON...
HI, GUYS! I'M HOME! DIDJA MISS ME?
GUYS?
KURT, PETER, LOGAN--
--WHAT'S WRONG?!?
WHERE'S ORORO?!
IN MISTY'S ROOM, KÄTZCHEN.
SHE IS... NOT WELL.
WHAT DOES THAT MEAN?! IS SHE SICK?! TELL ME!
I KNEW I SHOULD HAVE PHONED, TO MAKE SURE THINGS WERE OKAY--BUT I WAS HAVING SUCH A GOOD TIME...
LOGAN...
...TELL ME--PLEASE.
SHE WAS ATTACKED FRIDAY NIGHT, KIDDO. WE THOUGHT SHE WAS OKAY, BUT SHE ISN'T GETTING ANY BETTER. WE DON'T KNOW WHY AND SHE WON'T LET US CALL A DOCTOR OR TAKE HER TO HOSPITAL.
IS...IS SHE--?!
I DON'T KNOW, DARLIN'. BUT SHE DOESN'T WANT TO GO ON LIVING.
NO!
I HOPE YOU CAN HELP HER, KITTY. WE'VE TRIED.
ORORO...?
GASP!
AAIII!!
THE CURTAINS, CHILD! CLOSE THEM, I BEG YOU. THE SUNLIGHT...
...HURTS.


SHE LOOKS... AWFUL! SO WEAK AND PALE, SO-- OLD! SHE REMINDS ME OF GRANDMA, WHEN SHE WAS SICK THAT LAST TIME...
LOOKS LIKE I CAN'T LEAVE YOU ON YOUR OWN FOR EVEN A MINUTE.
HOW'S IT GOING, ORORO? HOW DO YOU FEEL?
TIRED, KITTEN. BUT I'LL RECOVER.
I CANNOT REMEMBER EVER BEING ILL BEFORE, BUT I SUPPOSE THERE'S A FIRST TIME FOR EVERYTHING.


THE OTHERS ARE TERRIBLY WORRIED. ME, TOO.
THERE IS NO NEED.
I CAN SEE THAT. YOU'RE WEARING A LOVELY SCARF. IT'S PURE SILK. IS IT HARMONY'S?
THIS? NO.
IT IS MINE. A... GIFT. FROM AN ADMIRER.
BUT HOW CAN THAT BE? HE'S A FIGMENT OF MY IMAGINATION.
A PHANTOM WHO HAUNTS MY DREAMS.
ORORO, I'M SORRY. I DIDN'T MEAN TO UPSET YOU.
THAT'S ALL -- OW!

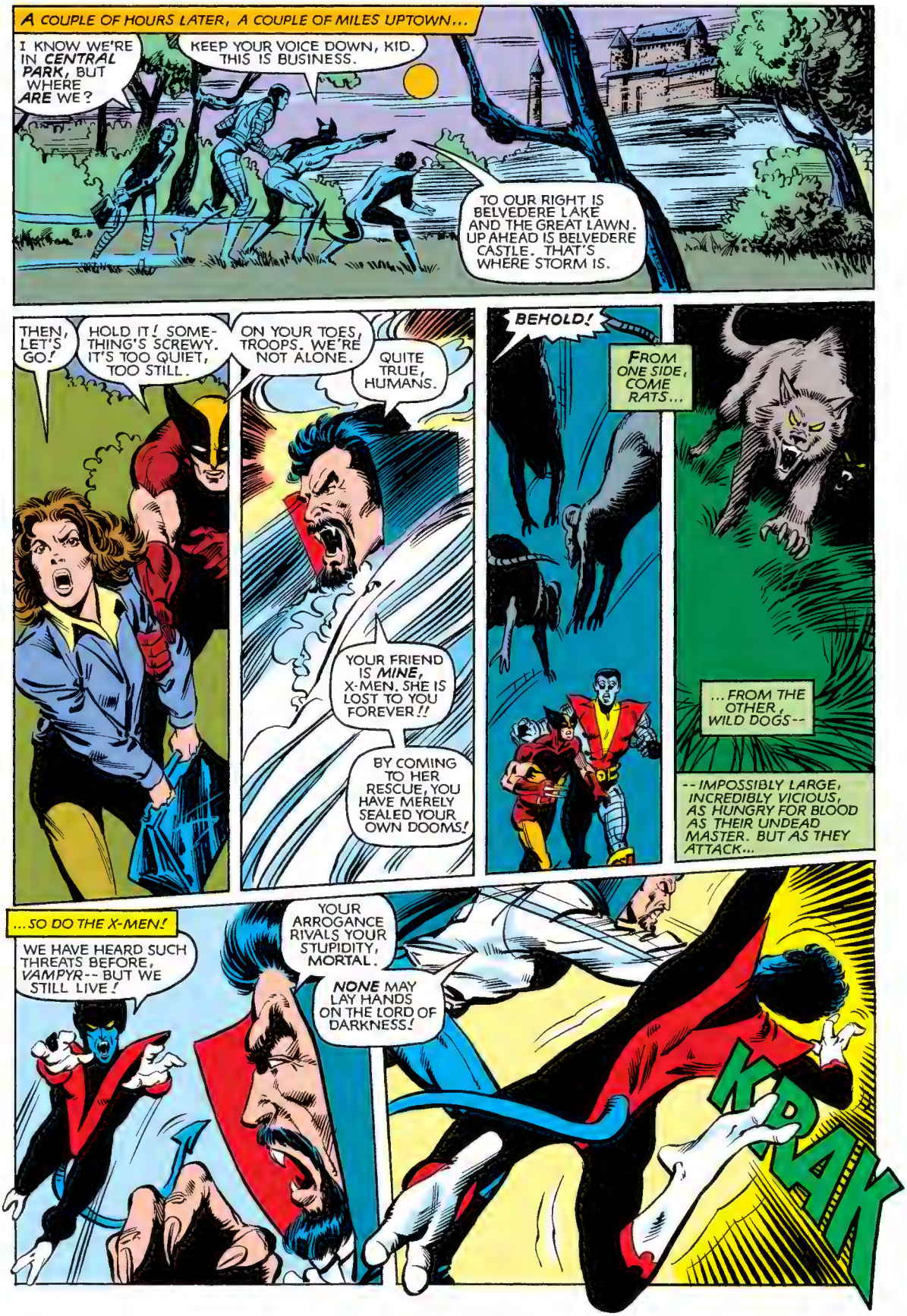

WHAT'S THE MATTER?!
N-NOTHING. I AM... VERY TIRED.
THE LAMPLIGHT FLASHED ON MY STAR OF DAVID--
--AND ORORO FLINCHED!
AVERSION TO SUNLIGHT, TO RELIGIOUS ARTIFACTS, ANEMIA, DREAMS--THIS IS RIDICULOUS! WHAT AM I THINKING?!
ORORO...
LATER, CHILD. I AM VERY TIRED.


BUT... WHUNFFF!
I SAID, LEAVE ME BE!
KITTY, I HEARD--!
NO, PROBLEM, LOGAN. HEY-- WHERE WAS ORORO INJURED?
THE KID'S CRYING!
THROAT WOUND. SLASHED ACROSS THE JUGULAR BUT NOT DEEPLY ENOUGH TO PUNCTURE THE VEIN. WHY?
JUST ASKING. GOTTA RUN. ERRANDS. SEE YA LATER!
WHAT THE BLAZES WAS THAT ABOUT?!

WITH THE NIGHT COMES A FOG TO BLANKET GREENWICH VILLAGE--ONE THAT SEEMS ALMOST ALIVE AS IT SWIRLS THROUGH EERILY DESERTED STREETS TO CONCENTRATE ABOUT A CERTAIN BROWNSTONE OFF WASHINGTON SQUARE.
INSIDE, ORORO STIRS, RISES, AND ONCE MORE THROWS OPEN THE WINDOWS...
...TO ADMIT HER LOVER.
HE DOES NOT KEEP HER WAITING.
ORORO! YOUR NAME MEANS "BEAUTY."
THROUGH ME, WIND-RIDER, THAT BEAUTY SHALL REMAIN UNCHANGED 'TIL THE END OF TIME. THROUGH ME, YOU SHALL HAVE THE IMMORTALITY A GODDESS DESERVES. DO YOU WISH THIS?
YES.
GOOD.
COME TO ME, WOMAN. YIELD TO MY DREAD EMBRACE. JOIN YOUR BLOOD AND LIFE AND SOUL TO MINE AS, WITH A KISS, I MAKE YOU THE BRIDE OF THE PRINCE OF DARKNESS!
DRACULA!

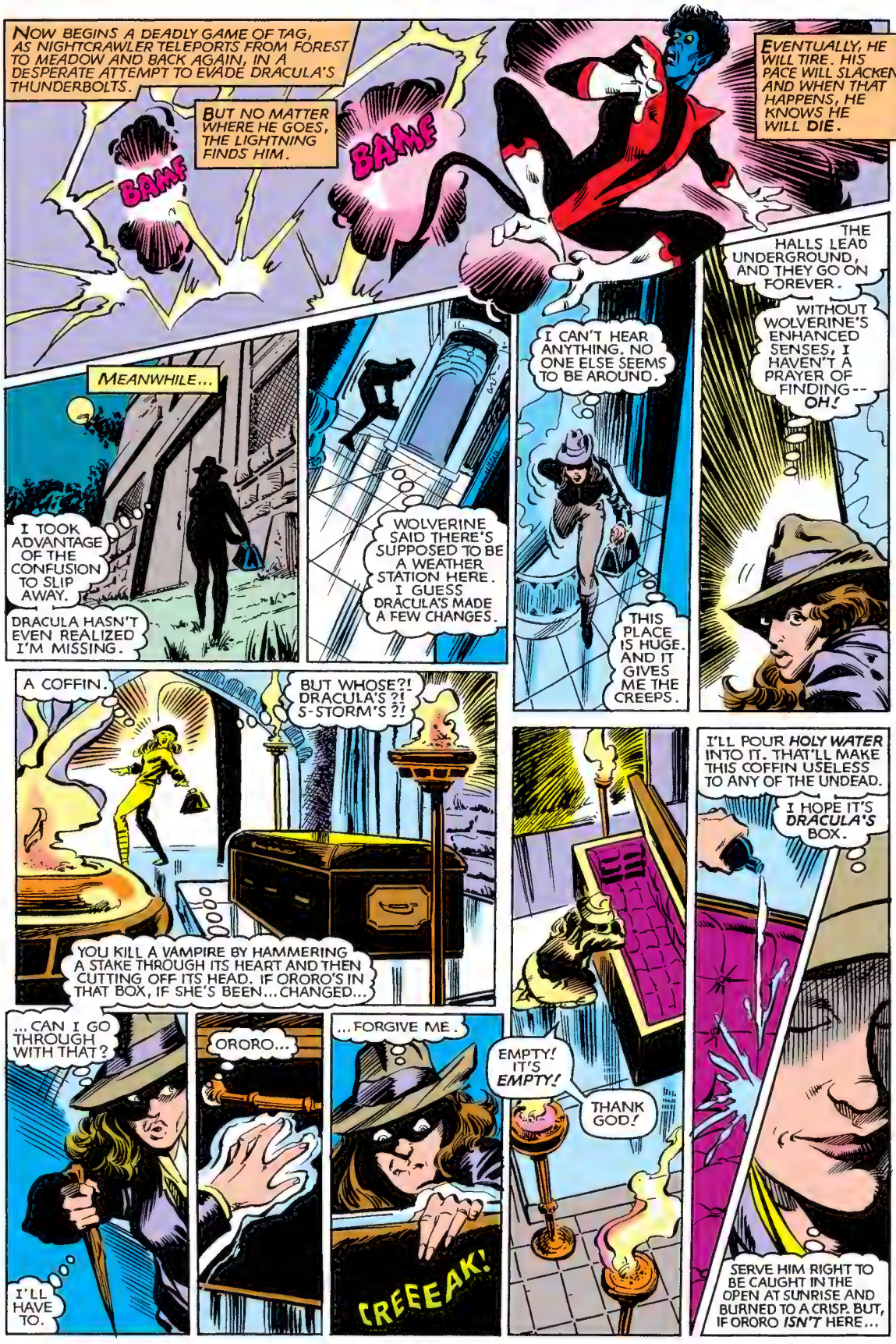
LEAVE HER ALONE, MONSTER!
WHO DARES--?!
THE CHILD?!?
I MAY BE A KID, BUSTER, BUT I'VE HELPED TRASH NASTIER VILLAINS THAN YOU. I'M AN X-MAN, AND WE TAKE CARE OF OUR OWN!
BEAT IT, CREEP-- OR SUFFER THE CONSEQUENCES!
THE CROSS!!
WAIT! THE VERY PRESENCE OF THAT HOLY OBJECT SHOULD BE ANATHEMA TO ME...
...YET IT HAS ABSOLUTELY NO EFFECT!
LITTLE FOOL, YOU HAVE OUT-SMARTED YOURSELF! THE CROSS HAS NO POWER OVER SUCH AS I IF THE WIELDER DOES NOT BELIEVE IN IT!
YOU ARE NO CHRISTIAN, BUT A HEBREW!
THE SPEED AND VIOLENCE OF DRACULA'S ATTACK CATCH KITTY BY SURPRISE, SO MUCH SO THAT SHE'S UNABLE TO PHASE OUT OF HIS GRASP.
BUT THEN, AS HE LUNGES FOR HER THROAT...
ARRRGH!
Huh?!? HIS HAND-- IT'S BURNING!
AROUND MY NECK-- MY SILVER STAR OF DAVID! THAT'S WHAT STOPPED HIM! THANK GOD!
ORORO, HE'S ON THE ROPES! WE'VE GOT OUR CHANCE! LET'S GET OUTTA--
UNGH!
NONE MAY HARM MY LORD, KITTEN-- NOT EVEN YOU.
DO NOT FOLLOW, DO NOT TRY TO SAVE ME. YOU CANNOT. AND IF YOU TRY, YOU WILL MERELY WALK BEFORE YOUR TIME THROUGH THE GATES OF DEATH.
FORGET ME, CHILD.
AND PRAY THAT WE NEVER MEET AGAIN.
ORORO!

KATYA!
WE HEARD A FIGHT, KIDDO. WHAT GIVES?!
KITTY, WHAT'S THE MATTER?! ARE YOU ALL RIGHT?!
WHERE'S ORORO?!
G-GONE. HE TOOK HER --
--DRACULA!
I KEPT THINGS TO MYSELF BECAUSE... BECAUSE I DIDN'T THINK YOU'D BELIEVE ME. I DIDN'T COMPLETELY BELIEVE IT MYSELF--
--UNTIL I SAW HIM.
'RORO'S HAD A PRETTY ROUGH WEEKEND, PUN'KIN. SURE SHE DIDN'T JUST FLIP OUT?
HOW DO YOU EXPLAIN THIS SCARF?! IT ISN'T HERS!
AND IN A CHOKED, HALTING VOICE, SHE DOES SO...
CALM DOWN, KITTEN. START FROM THE BEGINNING. TELL US EVERY-THING.
OKAY, IT BELONGS TO HARMONY OR MISTY...
DO NOT SCOFF, WOLVERINE. KITTY IS NO CHILD. I TRUST HER WORD AS I WOULD MY OWN--OR YOURS.
ALSO, MEIN FREUND, IN MY HOMELAND, BAVARIA, WE HAVE LEARNED FROM BITTER EXPERIENCE NOT TO TAKE VAMPIRES--ESPECIALLY DRACULA--LIGHTLY.
EVEN IF I AM FANTASIZING -- EVEN IF ORORO'S ONLY SICK, AS YOU SAY-- WE CAN'T LET HER FLY AWAY LIKE THIS!
WE HAVE TO FIND HER, HELP HER, BEFORE IT'S TOO LATE!
NO ARGUMENT THERE--BUT IT WON'T BE EASY PICKING 'RORO'S SCENT OUT OF THE ATMOSPHERIC SOUP SURROUNDING THIS CITY.
THAT'LL TAX EVEN MY TRACKING ABILITIES TO THE LIMIT.
STILL, WHAT'S LIFE WITHOUT A LITTLE CHALLENGE, eh?


A COUPLE OF HOURS LATER, A COUPLE OF MILES UPTOWN...
I KNOW WE'RE IN CENTRAL PARK, BUT WHERE ARE WE?
KEEP YOUR VOICE DOWN, KID. THIS IS BUSINESS.
TO OUR RIGHT IS BELVEDERE LAKE AND THE GREAT LAWN. UP AHEAD IS BELVEDERE CASTLE. THAT'S WHERE STORM IS.
THEN, LET'S GO!
HOLD IT! SOMETHING'S SCREWY. IT'S TOO QUIET, TOO STILL.
ON YOUR TOES, TROOPS. WE'RE NOT ALONE.
QUITE TRUE, HUMANS.
YOUR FRIEND IS MINE, X-MEN. SHE IS LOST TO YOU FOREVER!!
BY COMING TO HER RESCUE, YOU HAVE MERELY SEALED YOUR OWN DOOMS!
BEHOLD!
FROM ONE SIDE, COME RATS...
...FROM THE OTHER, WILD DOGS--
--IMPOSSIBLY LARGE, INCREDIBLY VICIOUS, AS HUNGRY FOR BLOOD AS THEIR UNDEAD MASTER. BUT AS THEY ATTACK...
...SO DO THE X-MEN!
WE HAVE HEARD SUCH THREATS BEFORE, VAMPYR-- BUT WE STILL LIVE!
YOUR ARROGANCE RIVALS YOUR STUPIDITY, MORTAL.
NONE MAY LAY HANDS ON THE LORD OF DARKNESS!
KRAK

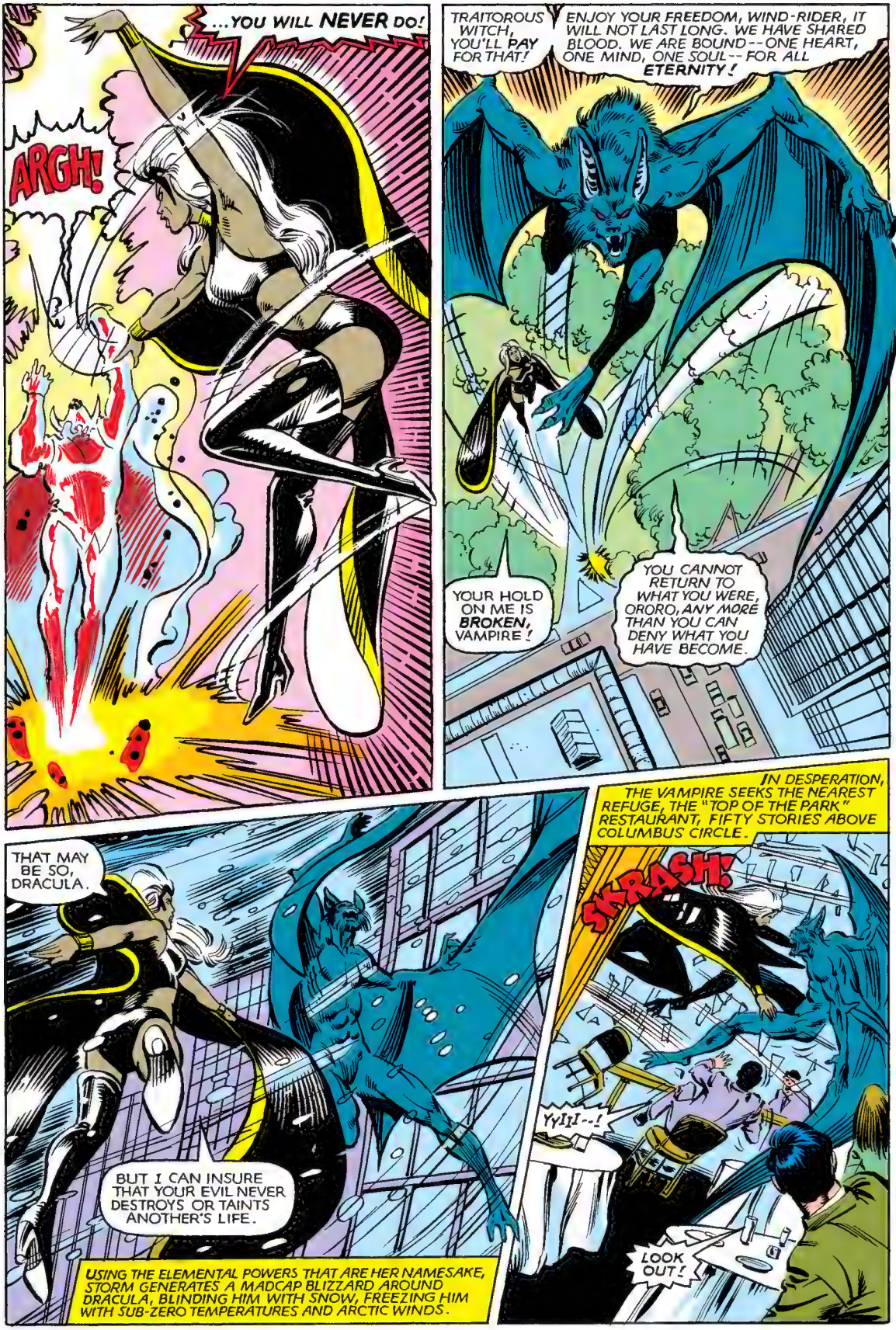
BACK OFF, BOWSER!
HOW YOU DOIN', COLOSSUS ?!
I AM WELL, TOVARISCH. WHILE I REMAIN IN MY ARMORED FORM, THESE ANIMALS POSE NO DANGER TO ME.
NIGHTCRAWLER IS STUNNED, BUT CONSCIOUS. I SHALL PROTECT HIM 'TIL HE RECOVERS.
IS THIS THE BEST OUR FOE CAN DO?
I HOPE SO, BUT I KINDA DOUBT IT.
LET'S TRY AN' END THIS QUICK. SET ME UP A "FASTBALL SPECIAL!"
DA!
HAHAHAHAA!
WHUNNFF!
IN A SMOOTH, FLUID MOTION, COLOSSUS SCOOPS UP HIS FELLOW MUTANT AND HEAVES HIM AT DRACULA.
BUT AT THE LAST INSTANT, THE VAMPIRE LORD TRANSFORMS HIMSELF INTO MIST, LAUGHING AS WOLVERINE SAILS HELPLESSLY THROUGH HIM, CLAWS CUTTING EMPTY AIR. AND WHEN THE X-MAN LANDS, THE DOGS ARE WAITING.
YOU MAY CERTAINLY TRY, MY YOUNG RUSSIAN COMRADE. BUT THOUGH YOUR BODY IS SOLID STEEL, AND YOUR STRENGTH PRODIGIOUS...
YOU SHOULD HAVE STAYED AS A SCRAP OF FOG, DEMON.
AS A MAN, I CAN STRIKE YOU!

-- IT IS DRACULA WHO SHALL EVER PREVAIL!
BY THE WHITE WOLF!
WE CAN'T MATCH HIS RAW POWER, WOLVERINE. BUT THERE ARE OTHER WAYS TO DEFEAT HIM.
I'VE SEEN THE MOVIES, ELF. I KNOW WHAT TO DO.
EXTRUDING A SINGLE CLAW FROM EACH HAND...
...WOLVERINE FORMS THE SIGN OF THE CROSS.
SNIKT
SNIKT
AS I TOLD THE CHILD, THAT PLOY IS USELESS...
...UNLESS YOU TRULY BELIEVE.
IN THAT CASE, VAMPYR, YOUR CAUSE IS LOST--
--FOR I BELIEVE!
YAHHRRR!
YOU... HAVE HURT ME, NIGHTCRAWLER, BUT I AM FAR FROM BEATEN.
MY POWERS ARE LEGION! WITH BUT A THOUGHT, I CAN SUMMON LIGHTNING FROM THE HEAVENS!
YIKES!
BAMF


NOW BEGINS A DEADLY GAME OF TAG, AS NIGHTCRAWLER TELEPORTS FROM FOREST TO MEADOW AND BACK AGAIN, IN A DESPERATE ATTEMPT TO EVADE DRACULA'S THUNDERBOLTS.
BUT NO MATTER WHERE HE GOES, THE LIGHTNING FINDS HIM.
BAMF
BAMF
EVENTUALLY, HE WILL TIRE. HIS PACE WILL SLACKEN. AND WHEN THAT HAPPENS, HE KNOWS HE WILL DIE.
MEANWHILE...
I TOOK ADVANTAGE OF THE CONFUSION TO SLIP AWAY.
DRACULA HASN'T EVEN REALIZED I'M MISSING.
WOLVERINE SAID THERE'S SUPPOSED TO BE A WEATHER STATION HERE. I GUESS DRACULA'S MADE A FEW CHANGES.
I CAN'T HEAR ANYTHING. NO ONE ELSE SEEMS TO BE AROUND.
THIS PLACE IS HUGE. AND IT GIVES ME THE CREEPS.
THE HALLS LEAD UNDERGROUND, AND THEY GO ON FOREVER.
WITHOUT WOLVERINE'S ENHANCED SENSES, I HAVEN'T A PRAYER OF FINDING-- OH!
A COFFIN.
BUT WHOSE?! DRACULA'S ?! S-STORM'S ?!
YOU KILL A VAMPIRE BY HAMMERING A STAKE THROUGH ITS HEART AND THEN CUTTING OFF ITS HEAD. IF ORORO'S IN THAT BOX, IF SHE'S BEEN... CHANGED...
I'LL POUR HOLY WATER INTO IT. THAT'LL MAKE THIS COFFIN USELESS TO ANY OF THE UNDEAD.
I HOPE IT'S DRACULA'S BOX.
... CAN I GO THROUGH WITH THAT?
I'LL HAVE TO.
ORORO...
...FORGIVE ME.
CREEEAK!
EMPTY! IT'S EMPTY!
THANK GOD!
SERVE HIM RIGHT TO BE CAUGHT IN THE OPEN AT SUNRISE AND BURNED TO A CRISP. BUT, IF ORORO ISN'T HERE...

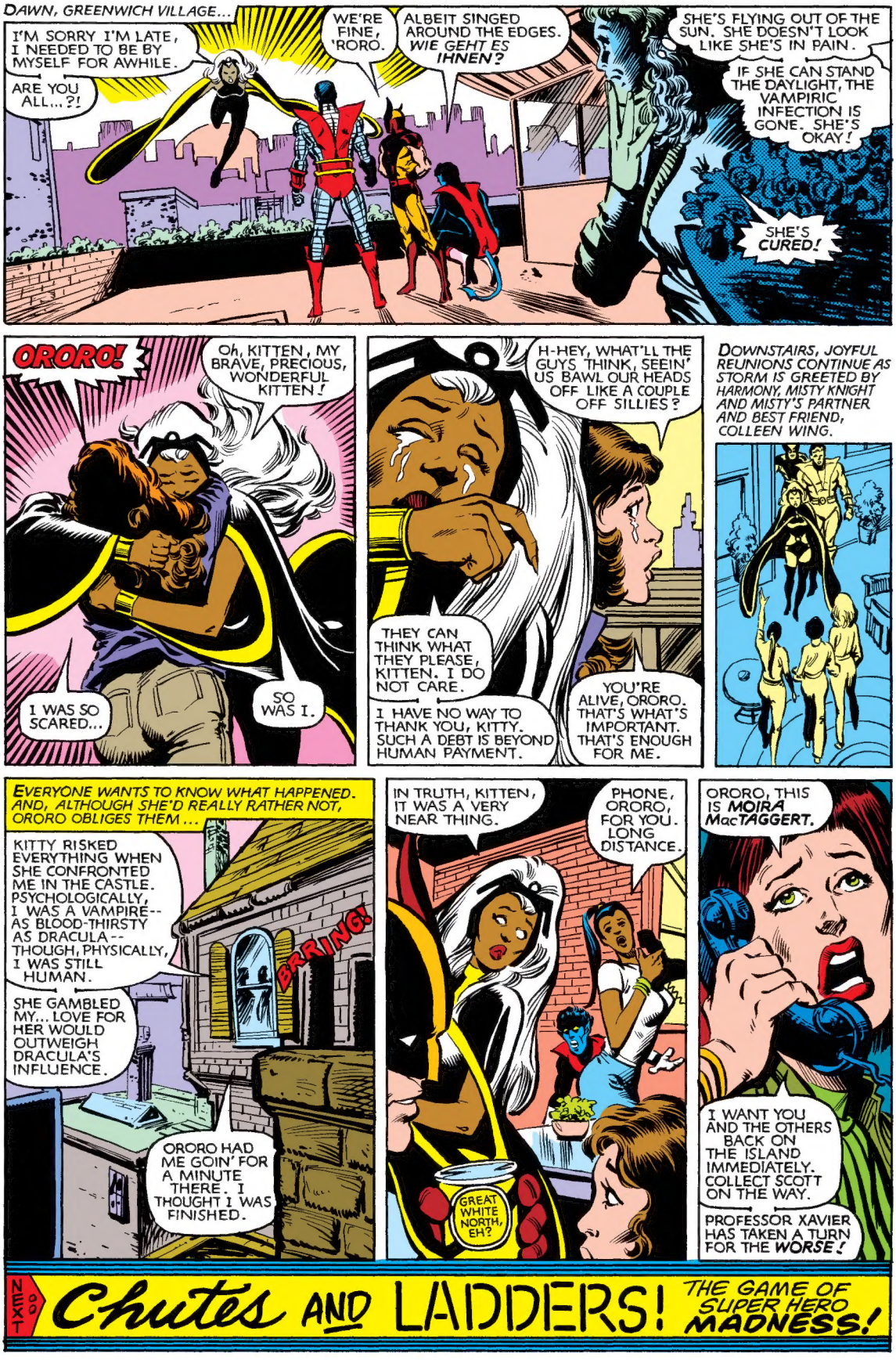
WHERE IS SHE?!?
SLAP!
UNNNGNH!
HULLO, KITTEN.
OH, NO! OH, NO!
HOW NICE OF YOU TO VISIT.
HER EYES, RED, HER TEETH, FANGED-- LIKE DRACULA'S! BUT HOW?! YOU DON'T BECOME A TRUE VAMPIRE 'TIL YOU RISE FROM THE GRAVE THREE DAYS AFTER YOU DIE.
IF ORORO'S STANDING HERE, SHE CAN'T BE DEAD--AND IF SHE ISN'T DEAD, SHE CAN'T BE A VAMPIRE. THE TRANS-FORMATION MUST BEGIN WHILE YOU'RE STILL ALIVE. AND THE PROCESS IS WARPING ORORO'S MIND.
DON'T RESIST, KITTEN.
I DON'T WANT TO HURT YOU. THE CHANGE IS REALLY QUITE WONDERFUL.
KITTY-- STOP!
DON'T WORRY, ORORO--
--I'M NOT GOING FAR.
THAT STAKE IS NO DEFENSE, CHILD. WITH MY MUTANT ELEMENTAL POWERS, I CAN SUMMON A WIND TO BATTER YOU SENSELESS. THERE IS NO ESCAPE.
ORORO, FIGHT HIM! YOU TOLD ME YOU WERE A GODDESS CONSECRATED TO LIFE. PROVE IT! REACH WITHIN YOU-- TO YOUR HEART AND SOUL! FIGHT HIM!

IF YOU CAN'T, IF YOU WANT MY LIFE SO BADLY...
...THEN TAKE IT. I WON'T TRY TO STOP YOU.
ELSEWHERE...
HE STILL STANDS, WOLVERINE!
SO DO WE, PAL.
AN' WE'LL KEEP HAMMERING AT HIM UNTIL SOMETHING GIVES.
HAVE YOU CONSIDERED, LITTLE MAN, THAT "SOMETHING" MIGHT BE YOU?
NO MORE THAN YOU'VE CONSIDERED...
...THAT YOU MIGHT LOSE!
WHAT?! NIGHTCRAWLER! NO!
DRACULA'S DAEMONIC LIGHTNING BOLTS HAVE CHASED NIGHTCRAWLER ACROSS CENTRAL PARK. REALIZING THAT HE CAN'T OUTRUN THEM...
...THE GERMAN-BORN X-MAN DECIDES TO TURN THE MURDEROUS SITUATION TO HIS ADVANTAGE -- REGARDLESS OF THE COST.
BUT WHEN THE SMOKE CLEARS...
...ONLY THE X-MEN HAVE FALLEN.
SUCH COURAGE! SUCH AUDACITY! YOUR MUTANT COMRADES ARE INDEED SPLENDID FOES!
WHAT WILL YOU DO WITH THEM, MY LORD?
SLAY THEM!
THAT, DRACULA, IS SOMETHING...


...YOU WILL NEVER DO!
ARGH!
TRAITOROUS WITCH, YOU'LL PAY FOR THAT!
ENJOY YOUR FREEDOM, WIND-RIDER, IT WILL NOT LAST LONG. WE HAVE SHARED BLOOD. WE ARE BOUND--ONE HEART, ONE MIND, ONE SOUL--FOR ALL ETERNITY!
YOUR HOLD ON ME IS BROKEN, VAMPIRE!
YOU CANNOT RETURN TO WHAT YOU WERE, ORORO, ANY MORE THAN YOU CAN DENY WHAT YOU HAVE BECOME.
IN DESPERATION, THE VAMPIRE SEEKS THE NEAREST REFUGE, THE "TOP OF THE PARK" RESTAURANT, FIFTY STORIES ABOVE COLUMBUS CIRCLE.
SKRASH!
YyIiI--!
LOOK OUT!
THAT MAY BE SO, DRACULA.
BUT I CAN INSURE THAT YOUR EVIL NEVER DESTROYS OR TAINTS ANOTHER'S LIFE.
USING THE ELEMENTAL POWERS THAT ARE HER NAMESAKE, STORM GENERATES A MADCAP BLIZZARD AROUND DRACULA, BLINDING HIM WITH SNOW, FREEZING HIM WITH SUB-ZERO TEMPERATURES AND ARCTIC WINDS.

STORM PRESSES HER ATTACK, BUT WITH A SKILL BORN OF HALF A THOUSAND YEARS OF EXPERIENCE IN THE ARTS OF WAR, DRACULA PARRIES HER FEROCIOUS ASSAULTS.
AND SOON, ALMOST INEXORABLY, THE TIDE OF BATTLE TURNS AGAINST HER.
YOUR ABILITY DOES YOU CREDIT, ORORO, BUT IT WILL AVAIL YOU NAUGHT!
AAIII--!
I AM YOUR LORD, WOMAN, YOUR MASTER! YOUR WILL IS NOTHING, MINE IS ALL!
BOW BEFORE ME, ORORO!
YIELD!
AUTOMATICALLY, IN OBEDIENCE TO HIS VAMPIRIC COMPULSION, UNABLE AT FIRST TO STOP HERSELF, SHE OBEYS.
BARE YOUR NECK!
TAKE A LAST LOOK AT THE WORLD OF THE LIVING, ORORO. WHEN NEXT YOUR EYES OPEN, YOU WILL BE THE HUNTRESS--AND THESE CREATURES YOUR RIGHTFUL PREY!
AGAIN, SHE REACTS WITHOUT CONSCIOUS THOUGHT, PART OF HER YEARNING FOR DRACULA'S KISS...
...BUT THEN...
NO.
I DEFY YOU, DRACULA. I DENY YOU.
I SHALL NOT KILL. AND YOU CANNOT FORCE ME.
SHE SCOOPS UP A BROKEN TABLE LEG TO SERVE AS AN IMPROVISED STAKE-- BUT FAST THOUGH SHE IS, DRACULA IS FASTER.
TWICE NOW YOU'VE RESISTED MY CONTROL-- SOMETHING I WOULDN'T HAVE DREAMED POSSIBLE. BUT THIS TIME IS THE LAST.
DROP THE WEAPON, WIND-RIDER. YIELD...
...OR I'LL RIP THIS COW'S THROAT OUT!
LET HER GO, DRACULA. NONE SHALL DIE BECAUSE OF ME.

THAT ATTITUDE WILL CHANGE, ONCE YOU'VE JOINED ME AS MY VAMPIRIC CONSORT.
I MEANT WHAT I SAID-- NONE SHALL DIE BECAUSE OF ME.
I WILL BE TRUE TO MYSELF, DRACULA. I WILL NOT SHED THE BLOOD OF INNOCENTS. BUT TO SAVE THEM I WILL DESTROY YOU. REGARDLESS OF HOW LONG IT TAKES, OR THE PRICE I MUST PAY, I WILL END YOUR REIGN OF TERROR.
YOU WOULD NOT BE THE FIRST TO TRY.
BUT I DO NOT WISH US TO BE FOES, ORORO.
HOW CAN WE BE ANYTHING ELSE?!
YOU MAY TRANSFORM ME INTO A VAMPIRE-- YOU MAY EVEN SLAY ME-- BUT YOU WILL NEVER OWN ME.
I WAS BORN FREE, VAMPIRE, AND FREE I WILL REMAIN!
I KNEW FROM THE MOMENT I TASTED YOUR BLOOD THAT YOU WERE A WOMAN OF RARE BEAUTY, RARE COURAGE, RARE STRENGTH. THOSE QUALITIES ATTRACTED ME TO YOU.
NOW THEY HAVE DEFEATED ME.
WHEN I... LIVED, I WAS A PRINCE. YOU ARE ONE OF A HANDFUL OF WOMEN I HAVE MET SINCE, WORTHY OF BEING MY QUEEN. I OFFER WONDERS BEYOND IMAGINATION, ORORO, BUT I WILL NOT-- I FIND I CANNOT-- FORCE YOU TO ACCEPT THEM.
YOU HAVE EARNED DRACULA'S RESPECT-- AND HENCE, YOUR LIFE.
YOU WON'T ESCAPE THAT EASILY, DRACULA!
DO NOT PUSH YOUR LUCK, WIND-RIDER.
THE WORLD IS VAST. YOU COULD SEARCH FOR A SCORE OF LIFETIMES, AND NEVER FIND EVEN A TRACE OF ME. WHEN NEXT WE MEET-- IF THAT NIGHT EVER COMES -- IT WILL BE IN A TIME AND PLACE OF MY CHOOSING. 'TIL THEN, FAREWELL.


DAWN, GREENWICH VILLAGE...
I'M SORRY I'M LATE, I NEEDED TO BE BY MYSELF FOR AWHILE.
ARE YOU ALL...?!
WE'RE FINE, 'RORO.
ALBEIT SINGED AROUND THE EDGES. WIE GEHT ES IHNEN?
SHE'S FLYING OUT OF THE SUN. SHE DOESN'T LOOK LIKE SHE'S IN PAIN.
IF SHE CAN STAND THE DAYLIGHT, THE VAMPIRIC INFECTION IS GONE. SHE'S OKAY!
SHE'S CURED!
ORORO!
Oh, KITTEN, MY BRAVE, PRECIOUS, WONDERFUL KITTEN!
I WAS SO SCARED...
SO WAS I.
H-HEY, WHAT'LL THE GUYS THINK, SEEIN' US BAWL OUR HEADS OFF LIKE A COUPLE OFF SILLIES?
THEY CAN THINK WHAT THEY PLEASE, KITTEN. I DO NOT CARE.
I HAVE NO WAY TO THANK YOU, KITTY. SUCH A DEBT IS BEYOND HUMAN PAYMENT.
YOU'RE ALIVE, ORORO. THAT'S WHAT'S IMPORTANT. THAT'S ENOUGH FOR ME.
DOWNSTAIRS, JOYFUL REUNIONS CONTINUE AS STORM IS GREETED BY HARMONY, MISTY KNIGHT AND MISTY'S PARTNER AND BEST FRIEND, COLLEEN WING.
EVERYONE WANTS TO KNOW WHAT HAPPENED. AND, ALTHOUGH SHE'D REALLY RATHER NOT, ORORO OBLIGES THEM...
KITTY RISKED EVERYTHING WHEN SHE CONFRONTED ME IN THE CASTLE. PSYCHOLOGICALLY, I WAS A VAMPIRE--AS BLOOD-THIRSTY AS DRACULA--THOUGH, PHYSICALLY, I WAS STILL HUMAN.
SHE GAMBLED MY... LOVE FOR HER WOULD OUTWEIGH DRACULA'S INFLUENCE.
BRRING!
ORORO HAD ME GOIN' FOR A MINUTE THERE. I THOUGHT I WAS FINISHED.
IN TRUTH, KITTEN, IT WAS A VERY NEAR THING.
PHONE, ORORO, FOR YOU. LONG DISTANCE.
GREAT WHITE NORTH, EH?
ORORO, THIS IS MOIRA MacTAGGERT.
I WANT YOU AND THE OTHERS BACK ON THE ISLAND IMMEDIATELY. COLLECT SCOTT ON THE WAY.
PROFESSOR XAVIER HAS TAKEN A TURN FOR THE WORSE!
NEXT
Chutes AND LADDERS!
THE GAME OF SUPER HERO MADNESS!

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